

BYLAWS

FOR THE

"ROTARY CLUB OF PLYMOUTH, MICHIGAN (U.S.A.) INCORPORATED"

A MICHIGAN NON-PROFIT CORPORATION

OPERATING UNDER THE ASSUMED NAMES OF

"PLYMOUTH ROTARY CLUB" AND "ROTARY CLUB OF PLYMOUTH"

**Bylaws
of the
Rotary Club of Plymouth, Michigan (U.S.A.), Incorporated
Operating Under the Assumed Name(s)
of
"Plymouth Rotary Club" and "Rotary Club of Plymouth"**

Article 1 Definitions:

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| 1. Club: | Rotary Club of Plymouth, Michigan (U.S.A.), Incorporated, operating under the assumed name(s) of "Plymouth Rotary Club" and "Rotary Club of Plymouth" |
| 2. Board: | The Board of Directors of the Club |
| 3. Director: | A member elected or appointed to the Club's Board |
| 4. Voting-Director(s): | A Director or Directors who has/have the power to vote |
| 5. Member(s): | Any/all Club member in good standing, other than a honorary member. |
| 6. RI: | Rotary International |
| 7. Year | The twelve-month period ending June 30 th |
| 8. President: | The person elected by the Board as president |
| 9. President-Elect: | The person elected by the Board as president-elect |
| 10. Treasurer | The person elected by the Board as treasurer |
| 11. Secretary: | The person elected by the Board as secretary |
| 12. Quorum; | The minimum number of eligible voters required to be present |
| 13. Plurality: | Approval by the greatest number of votes, even if not a majority |
| 14. Majority: | Approval by at least 51% of eligible voters |
| 15. Super Majority: | Approval by two-thirds (2/3rds) of eligible voters |
| 16. Executive Secretary: | The person appointed by the Board as the executive secretary |
| 17. General Election: | An election by Club Members |
| 18. Special Election: | An election by Voting Director(s) |
| 19. Club Constitution: | The constitution, as adopted by the Club |
| 20. Rules of Order: | The "Roberts Rules of Order," currently in effect or as may be amended |

Article 2 Board:

The governing body of the Club shall be the Board. The Board shall consist of *not less than nine (9) Directors*, each of whom shall *be* entitled to one (1) vote Ia/k/a "Voting-Director(s),, and a **President**, who shall *not* be considered as a Voting-Director(s), unless there is a tie vote on any proposal [e.g., where there is a tie vote by the Voting Director(s)]. Further, the Board may appoint the Club's immediate past-president and the **Executive Secretary** to act as *advisors* to the Board, but *neither* of said persons shall be considered as a **Director**, nor have the *power to vote*. Directors shall be elected or appointed in accordance with Article 3 of these Bylaws

Article 3 Director's Term; Election Procedures; Officer Positions:

Section 1 — Director(s). A Director's elected term shall be *three (3) years*, with an option to be elected by the Members to serve a second *three-year term*. After being elected to a second three-year term, a Director is expected to continue to serve on the Board without further election by the Members until **he/she has occupied the officer positions of Secretary, Treasurer, President-Elect, and President, in that order of rotation**. If any Director is unable or unwilling to serve his/her entire term, then the *Special Election* procedure described in **Section 2** shall be followed to elect a replacement Director to serve the balance of the vacating Director's term. Further, if the Board chooses to not appoint a replacement Director (e.g., if the vacating Director is in the last year of his/her term), the seat shall remain vacant until a replacement Director is elected by the Members under the General Election procedure described in **Section 2**. **Further**, so as to encourage other Members to run for election to the Board, a Director who has served a second term, even if his/her first three-year term was *less than three years*, may *not be elected to serve beyond his/her second three-year term until after a six (6) year waiting period*. This provision will not prevent said Director from continuing through the officer positions. Further, in the event that any officer is unwilling or unable to continue to serve as an officer, then the Director next in line for that officer position, in the

order of rotation mentioned above, shall be seated as the replacement for the vacating officer (e.g., If the Treasurer resigns, then the Secretary shall be immediately seated as the Treasurer.).

Section 2 — Election Procedures A Director may be elected through a **General Election** procedure or a Special Election procedure. The *General Election* procedure shall be followed if a Director is unable or unwilling to serve his/her final year of his/her immediate term. Under such procedure, the **President, within a reasonable time period, as determined by the Board, may appoint** an *ad-hoc* committee to invite Members to run for election to the vacating Director's position. In addition, nominations may be accepted from the Members at a regular Club meeting. In any General Election, **at least two (2) candidates must be included on the election ballot for each Director position to be filled**, and any incumbent Director who is eligible to run again may be included as one of said two candidates. **Ballots shall be distributed in a manner and time deemed appropriate by the Board. So long as ballots have been distributed to at least two-thirds (2/3rds) of Members, the election shall be considered valid, and those persons receiving the greatest number of votes, by a plurality vote, shall be seated as the replacement Director(s) for the upcoming year.** A *Special Election* shall call for the Board to decide, by a *Super Majority* vote, who should be seated as a Director if either **(1) the General Election results in a "tie" vote or (2) a current Director is unable or unwilling to fulfill his/her immediate term**, as mentioned in Section 1, above. If the Special Election procedure is followed to fulfill the term of a vacating Director, the replacement Director shall serve only the remainder of said vacating Director's term.

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 determined by the Board or as otherwise set forth in these Bylaws. Additionally, the President may (but shall not be required to) cast a tie-breaker vote, if necessary.

Section 2 — President-Elect. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as determined by the Board.

Section 3 — Treasurer. It shall be the duty of the Treasurer to serve as a Director and to have custody of all funds, accounting for it 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 (e.g., signing of bank or credit union check and other documents, signing tax returns). 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 4 — Secretary. It shall be the duty of the Secretary to serve as a Director and to keep membership records, record attendance, send out or otherwise post 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 that usually pertain to the office of Secretary.

Article 5 Club and Board Meetings:

Section 1 — Annual Meeting. An annual meeting of this Club shall be held at a time decided by the Board, at which time the election of Director(s) to serve for the upcoming Year shall occur.

Section 2 — Weekly Meetings. The regular weekly meetings of the Club shall be held on the day set by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all Members. All Members (excepting an honorary Member) in good standing as of the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member being present for **at least sixty (60) percent** of the time devoted to the regular meeting, either at the Club or at any other Rotary club, or as otherwise provided in the Club Constitution.

Section 3 — Quorum at Club Meetings. The physical presence of **One-third(1/3⁴)** of the Club membership shall constitute a *Quorum* at the annual and regular meetings, and no meeting shall be considered an official meeting unless a Quorum is present.

Section 4 — *Time for Regular Meeting and Special Meeting of the Board.* Regular meetings of the Board shall be held on the *second Wednesday of each month*, unless otherwise approved by the Board. A *special meeting* of the Board may be called by the President *or* two any (2) Voting-Director(s) on an "*as needed*" basis.

Section 5 — *Quorum at Board Meetings.* The presence of *two-thirds (2/3's)* of all Voting Director(s) shall constitute a Quorum at regular and special meetings of the Board, and no decision by the Board shall be effective unless a *Quorum is present*. A Director may be considered as "*present*" if he or she *physically present at the meeting or otherwise is in direct communication with the Board either by telephone, facsimile, entail, or other electronic means*

Article 6 Fees and Dues:

Section 1 — *Admission Fee* The membership admission fee, if any, shall be set by the Board and shall be paid by the new member upon acceptance into membership.

Section 2 — *Membership Dues.* The membership dues shall be set by the Board and shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each Member's' subscription to the RI official magazine.

Article 7 Method of Voting:

Section 1 — *Board Voting.* Unless otherwise stated in these Bylaws, no proposal before the Board shall be considered as "*approved*" unless there is a *Quorum* of Voting Director(s), and the proposal is approved by a *plurality* of the Voting Director(s) present. For purposes of *voting*, a Director shall be considered present and have the right to cast his/her vote if he/she is either physically present or in communication with the Board at the time of the meeting *by telephone, proxy, facsimile, email or other electronic means.*

Section 2 — *Member Voting.* Unless otherwise stated in these Bylaws, no proposal before the Club shall be considered as "*approved*" by the Members unless *at least one-third (1/3rd)* of the Members *are present*, and the proposal is approved by a *plurality* vote of those Members. For purposes of voting, "*present*" shall mean that the Member is physically present or in direct contact with the Executive Secretary or any Director by *telephone, proxy, facsimile, email, and other electronic means, such as by voting through the Club's website, if available.* Any vote cast *after* the time designated for the vote *will not be counted*

Article S Four Avenues of Service:

The four (4) Avenues of Service are the philosophical and practical framework for the work of Rotary. They are Club Service, Vocational Service, Community Service, and International Service. The Club will be active in each of the four 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 four (4) Avenues of Service. The President, President-Elect, 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 an appropriate number of 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 his/her Year in office.

It is recommended that the chair have previous experience as a member of the committee. 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
 - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

Additional ad hoc or standing committees may be established by the Board *as needed*

Article 10 **Duties of Committees:**

The duties of all committees shall be established and reviewed by the President for his/her Year. In declaring the duties of each, the President shall reference appropriate **RI** materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service 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 sufficient cause as then-decided by the Board, a 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 — Budget Prior to the beginning of each Year or as soon as possible thereafter, the Board shall prepare and approve 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.

Section 2 — Deposit of Funds. The Treasurer shall deposit all Club funds in a bank, credit union, or other financial institution or brokerage firm named by the Board. The Club funds shall be accounted for as the Board determines reasonable.

Section 2—Payment of Bills. All bills shall be paid by the Treasurer or other authorized officer only when approved by the Board. Disbursement of funds (*e.g.*, checks) shall require the signatures of person(s) appointed by the Board.

Section 4 — Board Approval of Financial Statements. A review and approval of all financial transactions shall be made by the Board at its regular monthly meeting.

Section 5 — Collection of Member Dues. *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 dues and RI official 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.

Article 13 **Method of Electing a New Member to the Club:**

Section 1 — Name Submitted to Board. The name of a prospective member, proposed by a Member in good standing of the Club, shall be submitted to the President, who will forward the information to the Executive 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 — Review of Classification A Membership Requirements The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution.

Section 3 — Approval/Disapproval. The Board, by **Majority vote**, shall approve or disapprove the proposal *within 60 days* of its submission and shall notify the **proposer** of its decision through the Executive Secretary. If the decision is *unfavorable*, the proposer may request to appear before the Board at its next monthly meeting to *appeal*

the Board's disapproval. After the appeal, the Board shall vote *without* non-Board Members being present, on whether to approve or disapprove the proposal.

Section 4 — *Notice of Expectations Upon Approval.* If the decision of the Board is *favorable*, either initially or after an appeal by the proposer, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. Following such procedure, the prospective member shall be requested to sign the membership proposal form and to permit his/her name and proposed classification to be published to Members.

Section 5 — *Admission After Publication.* If no written objection to the proposal, stating reasons, is received by the Board from any Member of the Club within ten (10) days following publication of information about the proposed member, the proposed member shall be considered to have been admitted to the Club's membership, contingent upon said person paying his/her *new member induction fee and Club dues.*

If *any* objection to membership has been filed with the Board, the *objector* may appear before the Board at its next monthly meeting to explain his/her objection and to answer any questions of the Board. *Then*, the Voting Director(s), by its *Super Majority* vote and without any non-Board member being present, shall approve or disapprove the proposed member for membership. If approved, then upon payment of the new member admission fee and Club dues, the proposed member shall be considered to have been admitted to the Club's membership. If the membership proposal is disapproved, the proposal shall be considered as final, and the person *may not be proposed again for membership for at least two (2) years.*

For purposes of this Article 13, the voting procedure set forth in Article 7, Section 1, shall be followed, *except to the extent modified in this Article 13.*

Section 6 — *New Member Induction.* Following the election, the President shall arrange for the new member induction, *at which time the new member shall be presented with his/her membership card, new member Rotary literature, and invoke for the new member admission fee and Club dues.* In addition, the President or Secretary shall report the new member information to RI and the President shall assign a Member to assist with the new member assimilation into the Club, as well as to assign the new member to a Club project or function, as needed.

Section 7 — *Honorary Member.* The Club may elect, in accordance with the Club Constitution, honorary members proposed by the Board.

Section 8 - *Revocation of Membership* - Upon the Super Majority vote of the Voting Director(s), a Member's membership may be revoked, so long as such action is not inconsistent with the Club Constitution. If membership is revoked, there shall no refund of dues or other monies paid by the Member.

Article 14 Resolutions:

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered and approved it.

Article 15 Format of Board Meetings:

- Meeting called to order
- Roll Call
- Correspondence
- Secretary's Report
- Treasurer's Report
- Executive Secretary's Report
- President's Report
- Old Business
- New Business
- Adjourn

The President, with Board approval, shall have the right to modify the format of Board meetings.

Further, unless a particular procedure is prescribed in these Bylaws, the Rules of Order shall be followed for conducting fair and orderly Board meetings.

Article 16 Amendments:

These Bylaws *may be amended* by the **Super Majority** vote of the **Board**.

No amendment or addition to these Bylaws may be made which is not in harmony with the Club Constitution, vis-a-vie amendments to RI's standard club constitution, or RI's Constitution, RI's Bylaws, RI's Code of Policies, or other governing instruments (collectively, "*RE's governing instruments*"). Moreover, any amendment to RI's governing documents which mandate a change to these Club Bylaws shall be deemed an amendment hereto, without the need for any action by the Club or its Board of Directors. Further, any amendment to RI's governing documents which recommend (but not mandate) a change to these Club Bylaws also shall be deemed an amendment hereto, without the need for any action by the Club or its Board of Directors, to the extent that such recommended change does not directly conflict with any existing provision in these Bylaws.

These Bylaws *supersede any prior Club Bylaws*.

Approved by the **Club membership** by the **affirmative vote of not less than two-thirds** of all *voting members* present at a meeting in which a *quorum* of all voting members was present, said voting having occurred after a copy of the proposed Bylaws and notice of such vote had been either hand-delivered or mailed to all Club members at least ten (10) days before said vote, said vote occurring on June 11, **2010**.

Ratified by the **Club Board** on **June 25, 2010**. _____

D a t e : J u n e 2 5 , 2 0 1 0

David A. Popke - **Club President**