

# BYLAWS

of the  
ROTARY CLUB of HOLLAND, MICHIGAN

Adopted in May 1986 to bring the club's by-laws into conformity with Rotary International guidelines and existing club practices; amended in July 1987, December 1992, November 1994, January 1997, March 1997, April 1998, May 2002, May 2003, December 2007, January 2015, and December 2016.

## Article I. Definitions

The definition of terms given in this club's constitution, Article I, shall apply in this document as well unless the context clearly requires otherwise.

## Article II. Club Membership

Membership in the Club occurs through the approval of the Board, the signing of membership pledge, and payment of the admission fee and dues. **There are two options to become a member of this club: Personal membership and Business/Corporate membership. A current Personal member can apply to be designated as a Business/Corporate member. Likewise, a current Business/Corporate member can apply to be designated as a Personal member.**

### Section 1. Personal Membership

- a. An applicant may be proposed by an active member of the Club or by member of the former club of the applicant. The written proposal shall be referred to the MaGIC committee.
- b. The MaGIC committee shall:
  - Ensure that the proposal meets all the classification and membership requirements of the club constitution;
  - Determine the applicant's classification;
  - Inform the applicant of the privileges and responsibilities of membership;
  - Present the proposal with recommendation to the Board for its consideration.

### Section 2. Business/Corporate Membership

- a. **The Business/Corporate Membership Committee shall invite prospective Business/Corporate members to join the Holland Rotary through the Business/corporate route when an opening in the business/corporation category has been determined. The committee shall:**
  - Ensure that the proposal meets all the classification and membership requirements of the club constitution;
  - Determine the applicant's classification;
  - Inform the applicant of the privileges and responsibilities of membership;
  - Present the proposal with recommendation to the Board for its consideration.
- b. **Business/Corporate membership consists of a minimum of two individuals from the same company:**
  - The Executive/Sponsor, who may or may not be an active member, and
  - A senior level employee who is the primary active member.
- c. **Business/Corporate membership dues equal the total of two current personal membership dues plus a contribution to Holland Rotary charities as set by the Board of Directors. The**

contribution shall be used for local charitable projects, unless otherwise agreed upon by the donor.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission to the Board.

- a. The Membership Coordinator shall notify the proposer and applicant of the Board's decision.
- b. Following the Board's approval of the application, the Membership Coordinator shall publish the name of the applicant to the active members of the Club. If a written objection has not been received within seven days, that person is considered to be elected to the club. If an objection is received, the Board shall consider the matter at its next meeting. The Board may vote to elect the applicant to membership by dismissing the objection.

Section 4 – After the Board and club membership have approved the applicant, the president shall arrange for the induction of the new member. The Membership Coordinator shall issue a membership card and shall report the new member to RI; the MaGIC Committee shall provide appropriate literature for presentation at the induction; MaGIC shall assign a member to assist in the assimilation of the new member; and the treasurer shall invoice the new member for the admission fee and current dues. In the case of an honorary member, the foregoing induction process shall be adapted to reflect the privileges and responsibilities of that status.

Section 5 – Fees and Dues.

- a. An admission fee for new members shall be determined annually by the Board.
- b. The membership dues shall be determined annually by the Board, subject to ratification by the club, and shall be payable semiannually, in advance on the first day of July and January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to *The Rotarian* magazine in the amount set for the subscription by RI. The dues are pro-rated for new members based on the month in which the member joined to club.

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### **Article III. Meetings**

Section 1 – *Annual Meeting*. An Annual Meeting of this club shall be held on the second Thursday of December each year at which time the election of officers and new directors to serve for the ensuing Rotary year shall take place.

Section 2 – *Regular Weekly Meeting*. The regular weekly meetings of this club shall be held on Thursdays at 12:10 p.m. Notice of changes in or canceling of the regular meeting shall be given to all members of the club through a Club Runner announcement.

Section 3 – *Attendance*. All members (except honorary members or a member excused by the Board) must be counted as present or absent on the day of the regular meeting. Attendance must be evidenced by the member being present for at least sixty percent of the time devoted to the regular meeting, either at this club, at any other Rotary club, or as otherwise provided in this club's constitution, Article VIII, section 1.

Section 4 – *Voting*: One-third of the active membership shall constitute a quorum at the annual and regular meetings of this club.

- a. The business of this club shall normally be transacted by voice vote. The election of officers and directors or other transacted business may occur by written ballot if directed by the Board or by a motion approved at a club meeting (either Annual or special).

- b. Simple majority approves all actions, unless specifically designated elsewhere or by a motion approved at an Annual Meeting or special meeting.

#### **Article IV. Board of Directors**

The governing body of this club shall be the Board of directors (or Board) consisting of its elected officers and elected directors.

Section 1 – The officers are the president, vice-president, vice-president-elect, secretary, treasurer, sergeant-at-arms, and the (immediate) past president. The titles of President, Vice-President, and Vice-President-Elect shall be understood to correspond to the RI and District 6290 respective titles for these offices.

Section 2 – The number of directors shall not exceed eight nor be less than five, as determined by the Board.

Section 3 – Regular meetings of the Board shall be held according to the schedule determined by the Board annually at its June meeting. Special meetings of the Board shall be called by the president whenever deemed necessary or upon the written request of two Board members.

Section 4 – A majority of the Board members shall constitute a quorum of the Board.

#### **Article V. Election of Officers and Directors**

Section 1 – A Nominating Committee, including a chair, shall be appointed and convened by the Chair of the Board.

Section 2 – At a regular meeting at least four weeks prior to the Annual Meeting, the presiding officer shall ask for nominations for Directors and may ask for nominations for the offices of president, vice-president, vice-president-elect, secretary, treasurer and sergeant-at-arms. Nominations from the floor are thereafter closed, unless the Board establishes an alternate date.

Section 3 – The chair of the Nominating Committee shall present the nominating slate at the Annual Meeting.

- a. The names on the slate shall be presented in alphabetical order under each category of nomination.
- b. The nomination of officers by the nominating committee shall follow the normal succession (unless prevented by exceptional circumstances): for example, the vice-president is nominated as the new president.
- c. The candidates for president, vice-president, vice-president-elect, secretary, treasurer, and sergeant-at-arms receiving the highest number of votes shall be declared elected to their respected offices.
- d. The term of office for an officer shall be one year. The secretary, treasurer, and sergeant-of-arms do not have term limits.
- e. The term of office for a Director shall be three years. A Director shall not be elected to a second consecutive three-year term.

Section 4 – The Directors and Officers, so elected, shall constitute the Board, beginning on July 1.

Section 5 – A vacancy in the Board’s membership shall be filled by appointment by the Board. This authority to fill vacancies by appointment includes both Officer and Director positions, whether the vacancy came from resignation of someone currently in office or someone newly elected and not yet installed. The person appointed shall fulfill term of office of the open position.

## Article VI. Duties of Officers and Directors

Section 1 – *Past President*. The past president shall:

- a. Serve as the Chair of the Board presiding at meetings of the Board;
- b. Appoint and convene the Nominating committee;
- c. Perform such other duties that ordinarily pertain to this office or are assigned by the Board.

Section 2 – *President*. The president shall:

- a. Preside at meetings of the club;
- b. Preside at meetings of the Board in the absence of the chairperson;
- c. Appoint the Chair of the Fund-raising committee;
- d. Assign Directors as liaisons to standing committees;
- e. Perform such other duties that ordinarily pertain to this office or are assigned by the Board.

Section 3 – *Vice-President*. The vice-president shall:

- a. Preside at meetings of the club in the absence of the president;
- b. Preside at meetings of the Board in the absence of both the chairperson and the president;
- c. Attend the District PET assembly or similar training offered by the District, in order to plan for the year of presidency;
- d. Perform other duties that are assigned by the president or the Board.

Section 4 – *Vice-President-Elect*. The vice-president-elect shall:

- a. Observe the current club leaders to learn the responsibilities of the offices;
- b. Prepare to lead the club in the future;
- c. May attend PET training;
- d. Perform other duties that are assigned by the president or the Board.

Section 5 – *Secretary*. The secretary shall fulfill or oversee the fulfillment of the following responsibilities. In so doing, the secretary shall supervise work of the Club Administrator and the Membership Coordinator, and fulfill the responsibilities if the position is open.

- a. Record the minutes of the Board and the Annual Meeting of the club. The minutes shall be distributed to Board members and to the club as appropriate. The minutes shall also be preserved for archival purposes.
- b. With the Club Administrator:
  - Maintain the club’s electronic database;
  - Maintain the club’s Operations Manual;
  - Prepare the club’s Governor’s Report and for the visit of the Governor.
- c. With the Membership Coordinator:
  - Keep records of the club’s membership and member’s attendance;
  - Publish the name of a prospective new member to the Club for the Club’s approval;
  - Present each new member with a membership card and club membership documents;
  - Submit required reports to RI District 6290 – This directive includes semiannual reports of membership; changes in membership;
  - Submit monthly attendance at club meetings by the 15<sup>th</sup> day of the following month.
- d. Perform such other duties as usually pertain to this office or as assigned by the Board.

Section 6 – *Treasurer*. The treasurer shall have custody of all funds and the authority to disburse budgeted and/or designated funds for their intended purpose. Furthermore, the treasurer shall:

- a. Provide an accounting of all funds to the club annually and at any other time upon demand by the Board;
- b. Provide payment of dues to District 6290 by the announced due dates;
- c. Collect and remit to Rotary International subscriptions to *The Rotarian*;
- d. Perform such other duties as usually pertain to this office or as assigned by the Board.

Upon retirement from office, the treasurer shall turn over to a successor (or to the president) all funds, books of accounts, and any club property.

Section 7 – *Sergeant-at Arms*. The sergeant-at-arms shall have responsibility for the weekly meeting of the Club. The responsibilities include:

- a. Act as coordinator between lunch/meeting service provider/source;
- b. Negotiate meal service agreements: including number of meals required, location of meetings, special events requirements, and schedule changes. Changes in the meal service agreements and permanent venue changes require the approval of the MaGIC Committee.
- c. Set up registration table and membership badge files;
- d. Manage guest registration forms; Collect guest fees; Provide Membership Application form to guest when applicable;
- e. Sell the 60/40 raffle tickets and prepare the distribution of proceeds for cash prizes; Provide president with a deck of cards as needed;
- f. Maintain an inventory of club flags, pins, forms, speaker gifts, etc.;
- g. Other duties/responsibilities as may be prescribed by the president or the Board, and/or further delineated in the Club Operation Manual.

Section 8 – *Directors*. Directors shall attend Board meetings.

- a. Directors shall be assigned by the President as the Board liaison to the Avenues of Service:
  - Community Service
  - International Service
  - Club Service
  - Vocational Service
  - Youth Services
- b. As Board liaison, a Director is an ex-officio member of each committee in the assigned Avenue of Service.
- c. A Director may assist in the work of the committees within the assigned Avenue of Service and shall convey committee reports regularly to the Board.
- d. One or more directors may be assigned to perform other duties by the Board.

**Article VII. Committees.** Standing committees assist the club to accomplish the Rotary Avenues of Service.

Section 1 – Leadership.

- a. The president, in consultation with the assigned Board liaison, shall propose chairpersons of the standing committees for the Board’s approval.
- b. The president shall propose, for Board’s approval a chairperson of a Fund-Raising Committee to support the club’s charitable activities.

- c. The president shall appoint a chairperson for an ad hoc committee that is formed for a defined purpose.

#### Section 2 – Committee Membership

- a. Each standing committee shall have, in addition to the chairperson, at least two other members. Committee members are appointed by the chairperson with the approval of the assigned Board liaison.
- b. The president and vice-president shall be ex-officio members of all committees. Ex-officio members have full voting rights but are not included in the committee’s quorum count.

#### Section 3 – Subcommittees and Ad Hoc Committees

- a. Committees, or their chairpersons, may establish subcommittees to be responsible for specific aspects of the committee’s work. Subcommittee members may, but need not, be members of the parent committee.
- b. The Board may establish such ad hoc committees as it deems necessary.

#### Section 4 – Responsibilities and Powers.

- a. Each committee shall transact such 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.
- b. Except where authority has been given by the Board, committees shall not take action until the intended action is approved by the Board.

### Article VIII. Duties of Committees

Section 1 – **Avenue of Community Service.** The committees in this Avenue focus their efforts to guide and assist the members of the club to fulfill their responsibilities in their community relationships.

- a. The **Community Service Committee** shall lead and evaluate the club’s community service projects and, with approval, initiate new projects to meet specific needs and solicit and evaluate grant applications from community organizations as the Board may direct. Its primary areas of focus shall be the welfare of human beings in the community, the physical condition of the community, its public facilities, and its environmental quality.
- b. The **Committee to Assist Challenged Students** shall work with local agencies to help meet the challenges of children in the community who have special needs. It may also, in cooperation with the International Service Committee, address the challenges of such children worldwide.

Section 2 – **Avenue of International Service.** The committees in this Avenue focus their efforts to guide and assist the members of the club to fulfill their responsibilities with the opportunities relating to international service.

- a. The **International Service Committee** shall lead and evaluate the club’s international service projects and, with Board approval, initiate new projects to meet specific needs; work with the Rotary Foundation and with other Rotary clubs in this and other countries on world community service projects; promote personal contacts with Rotarians and non-Rotarians in other countries and those visiting this community from other countries; and promote discussion of international topics in club and community programs.
- b. The **Rotary Foundation Committee** shall inform members regarding the Rotary Foundation, its purpose and functions, and encourage financial support of its work.

- c. The **Foundation Scholarships Committee** shall seek out, interview and recommend outstanding candidates for RI scholarships and fellowships; and shall assist the district Group Study Exchange committee in recruiting and screening candidates for the GSE program and sponsoring visiting teams under the program.

Section 3 – **Avenue of Vocational Service.** The committees in this Avenue focus their efforts to cultivate greater awareness, among club members and the community in general, of the principles of Rotary with regard to high ethical standards in business and the dignity of work in providing opportunity to serve.

- a. The **Vocational Service or Vocations@Work Committee** shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

Section 4 – **Avenue of Youth Services.** The committees in this Avenue focus their efforts to guide and assist the members of the club to fulfill their responsibilities with the opportunities relating to services that encourage youth to be involved in community and world, and to learn to be leaders.

- a. The **Youth, Schools, and Colleges Committee** shall administer and evaluate the club's projects that serve young people in the community up through college age (except those projects relating to challenged students and exchange students); and, with Board approval, initiate new projects to meet specific needs.
- b. The **International Youth Exchange Committee** shall promote and coordinate the club's participation in the Rotary International Youth Exchange program, sending local youth to study abroad, bringing young people from other countries to live and study in our community and helping provide for their welfare.
- c. The **Interact Support Committee** shall seek to form Interact Clubs in area high schools and provide continued sponsor support and resources to existing Interact Clubs.

Section 5 – **Avenue of Club Service.** The committees in this Avenue focus their efforts so that the Club may function effectively by arranging for weekly programs, strengthening club membership, communicating information, and promoting friendship.

- a. The **Program Committee** shall:
  - Arrange for informative and stimulating programs for the club's meetings;
  - Ensure that the programs are in keeping with Rotary's Object and its standards regarding community, national, and international affairs (Constitution, Articles IV and XI) and have suitable programs available in case of an emergency;
  - Ensure that those in charge of publicity, both internal and external, are given timely program information;
  - Arrange for a member to give the invocation at each meeting and/or offer other opening exercises.
- b. The **Communications Committee** shall:
  - Devise and carry into effect plans to give the public general information about the history and achievements of Rotary and to secure proper publicity for the club;
  - Oversee the production and circulation of such internal communication tools such as weekly and monthly newsletters, and an annual directory;

- Encourage other committees to use these vehicles of communication, maintain the club's website for communication with members and with the world at large;
  - Represent the club in cooperative efforts with the district and other Rotary entities in applications of computer technology, and provide technical support for officers and other committees as needed;
  - Stimulate interest in *The Rotarian* and the Rotary International website among club members and in the community, and inform the magazine of newsworthy club activities;
  - Maintain and encourage use of the club's archives.
- c. The **MaGIC Committee** (Membership Growth and Involvement Committee) currently serves the club by fulfilling the responsibilities of these three former committees:
- 1) The Club Development Committee shall:
    - Implement plans that encourage the club members to recruit new club members;
    - Review all proposals for membership for eligibility and classification, and report its recommendations to the Board;
    - Ensure that prospective members are informed about the privileges and responsibilities of Rotary membership, including providing appropriate literature for presentation at the induction;
    - Arrange a meaningful induction ceremony for approved new members;
  - 2) The Member Involvement Committee shall
    - Participate in the orientation of new members during their first year in the club;
    - Inform all members about the privileges and responsibilities of Rotary club membership including the history, Object, and activities of Rotary at all levels;
    - Record attendance at club meetings and report this information to the secretary;
    - Inform members on attendance requirements;
    - Promote incentives for good attendance;
    - Investigate and seek to remedy the causes of loss of members;
    - Encourage make-ups through service activities and attendance at other Rotary clubs;
    - Encourage participation by all members in district, inter-club, regional, and international activities of Rotary.
  - 3) The Member Services Committee shall
    - Promote acquaintance and friendship among the members, making use of organized recreational and social activities as well as the weekly meetings;
    - Ensure the welcoming of guests and visiting Rotarians;
    - Recognize members' achievements and special days;
    - Encourage members to support one another in times of individual or family stress;
    - Recommend, to the Board, candidates for special awards;
    - Act on recommendations from the Sergeant-At-Arms regarding meal service contracts and permanent changes of venue.
- d. **Business/Corporate Membership Committee**
- 1) **Identify potential business/corporate memberships and initiate recruitment of these potential members.**

- 2) provide education, networking, and leadership development for members of a business/corporate team, especially for local projects that need supportive sponsors.
- 3) Setting policy guidelines and approving permission requests for the use of the rotary emblem by a business/corporation.
- 3) Oversee the use of the business/corporate member's corporate logo on the Holland Rotary website.

Section 6 – The **Fund Raising Committee** shall plan and implement activities to generate financial support, both from members and from the public, for the club's humanitarian and charitable projects.

#### **Article IX. Finances**

Section 1 – The treasurer shall deposit all funds of the club in financial institution(s) to be named by the Board.

Section 2 – All bills shall be paid by check or electronic transfer by the treasurer or another officer whom the Board may specify. Vouchers for expenses shall be submitted to the treasurer whenever possible to verify expenditure.

Section 3 – The Board may arrange for an audit or independent review of accounts annually and/or as otherwise directed by the Board.

Section 4 – Officers having charge or control of funds shall give bond as may be required by the Board for safe custody of the funds of the club. The cost of bond is the responsibility of the club.

Section 5 – The fiscal year of this club shall extend from 1 July to 30 June.

Section 6 – The collection of members' dues shall be divided into two semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June.

Section 7 – Prior to the beginning of each fiscal year, the Board shall approve a budget of estimated income and estimated expenditures for the year which shall stand as the limit of expenditures for the respective purposes, unless otherwise approved by the Board.

#### **Article X. 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 XI. Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present and voting, provided that notice of such proposed amendment shall have been given to each member at least ten 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 constitution and bylaws of RI.