

BYLAWS of the NOON 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 August 2019.

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. "RI" is the abbreviation for "Rotary International."

Article II. Club Membership

There are two kinds of membership: Active and Honorary.

Section 1. Active Membership

- a. Active memberships are categorized as Individual member, Business member, Corporate member, Diplomat member, and Absent member.
- b. An Individual membership is an adult person of good character, and a good business and professional reputation, whether employed or retired.
- c. A Corporate membership is designed for significant corporations. Membership consists of a minimum of two individuals from the same corporation. A Corporate Member shall have all the rights and privileges as an individual member. Each corporate member will either be an executive of or a senior level employee of the company.
 - The Corporate Executive Member will be the company's sponsoring member and may or may not be actively involved with the club's meetings, committees or activities.
 - The Corporate Senior Employee member is expected to be actively involved in the club's meetings, committees and activities.
 - Corporate membership dues equal the current individual membership dues for each corporate member 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.
 - Corporate membership provides an opportunity for the corporation to sponsor a Rotary Club of Holland signature avenue service events.
- d. A Business membership is designed for sole proprietorships, LLCs, and small corporate enterprises. Membership consists of the business owner, an officer or senior level employee of the company.
 - Business membership dues equal the total of the current individual 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.
 - Business membership provides an opportunity for the business to sponsor a Rotary Club of Holland signature avenue service events.
- e. A Diplomat membership is a special designation for a Holland Rotary Club active member who is engaged in diplomatic relationships within RI such as an International Peace Fellow. A member in this category is appointed and approved by the board of directors upon recommendation from the Membership Committee and is renewed annually by the Membership Committee. The Diplomat Member dues equal the individual Membership annual national and district dues portion of the total individual membership dues and fees.
- f. An Absent member is a formerly active member who desires to remain a member of the club, but is not able to participate in club functions due to being away from the Holland area for an extended period of time (such as employment assignments, travel, vacations, second home residence), or other causes which create an extended time to be absent.

- To qualify, an absent member must be gone for at least four months, but not longer than one year. The absent membership can be renewed by board approval upon recommendation of the membership committee.
- Absent member dues equal the individual membership amount less the fees for the lunches.

Section 2. Honorary Membership. Honorary memberships are categorized as Honorary Service member, Honorary Lifetime member, and Honorary Civic Leader member.

- Honorary membership may be granted by the board when such membership meets the criteria set in the Constitution.
- An honorary member is exempt from the payment of dues. However, an honorary member is a non-voting member and is not eligible to hold any office in the club.
- An honorary member is entitled to attend all meetings and enjoy all the other privileges of the club. This member is responsible for payment of lunch meeting meal when attend a meeting.
- An Honorary Service member is a member who is recognized as having served the club with distinction and dedication with 10 or more years of club service and membership yet has become incapable of continuing active membership. An active member becomes an honorary member when approved by the Board of Directors upon recommendation from the membership committee, and/or is renewed annually by the membership committee.
- An Honorary Lifetime member is a member who has been a member of the club for a minimum of 15 years and attained the age of 70 or whose combined years of membership and age equals 85. The member is recognized as having served the club with distinction and dedication. A member becomes an honorary lifetime member when approved by the Board of Directors upon recommendation from the membership committee.
- An Honorary Civic member is a member who is an elected official representing the City of Holland, a local township, Ottawa County, or a state or national voting district in which the Holland area is included. An elected official becomes an Honorary Civic member when approved by the board of directors upon recommendation from the membership committee. The membership may be renewed annually by the membership committee.

Section 3. Becoming a member.

- An applicant may be proposed by an active member of the Club or by a member of the former club of the applicant. The written proposal shall be referred to the Membership Committee.
- The Membership Committee shall follow these steps when proposing a new member:
 - Ensure that the membership 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.
 - Confirm that the applicant is acceptable to the club membership. If a written objection has not been received within seven days, the membership committee may proceed to recommend the applicant. If an objection is received, the membership committee may choose to not present the membership proposal. If the proposal is presented to the board, the membership committee shall inform the board of the objection.
 - Present the membership proposal with recommendation to the Board for its consideration. If an objection is shared with the membership proposal, the Board may vote either to elect the applicant to membership by dismissing the objection or deny the proposal. The Board shall approve or deny the proposal within 14 days of its submission to the Board.
 - The Membership Coordinator shall notify the proposer and applicant of the Board's decision.

Section 4. Receiving a new member.

- The president shall arrange for the induction of the new member. The Membership Committee shall provide appropriate literature for presentation at the induction. Induction into the Club occurs through

the approval of the Board upon recommendation from the membership committee, the signing of the membership pledge, and the initial payment of fees and dues, if applicable.

- b. The Membership Coordinator shall report the new member to RI.
- c. Membership Committee may assign a member (other than or in addition to the sponsor) to assist in the assimilation of the new member.
- d. The treasurer shall invoice the new member for dues and any other required fees.
- e. 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 individual membership dues shall be determined annually by the Board and ratified by the club. Dues are composed of RI fees, the 6290 District fees, the Holland Club fees, and the lunch fees.
- c. Membership dues shall be payable semiannually, in advance on the first day of July and January, unless the board sets an alternate deadline.
- d. The membership dues are pro-rated for new members based on the month in which the member joined to club.

Article III. Meetings

Section 1. Assembly Meetings.

- a. The Annual Assembly Meeting of this club is held on a date set by the president in December or January each year at which time the election of officers and new directors to serve for the ensuing Rotary year shall take place.
- b. Special Assembly meetings may be called by the President or Chair of the Board. A minimum of one week's notice shall be provided to the membership through a ClubRunner notice and/or an oral announcement at a regular meeting.

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

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 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 or Special Assembly 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 Assembly Meeting or special Assembly meeting.
- c. Voting may be accomplished by electronic means, such as email. The notice shall specify the time frame within which votes may be registered. The time frame shall be set by the Board or a club policy statement. The presiding officer shall determine that at least a third of the club's eligible voters have voted before declaring a result of the vote.

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, incoming-president, president-elect, secretary, treasurer, sergeant-at-arms, club administrator, and the past president/Chair of the Board. The titles of President, Incoming-President, and 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 nine 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 simple majority of the Board members shall constitute a quorum of the Board. A Board member who must be absent from a meeting may request an excused absence. The request is understood to be a motion for that person to not be included in the quorum count for that meeting.

Section 5. Voting may be accomplished by electronic means, such as email, between meetings. The chairperson shall determine that a quorum of the board has voted before declaring a result of the vote. The notice shall include the time frame within which votes may be registered.

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 Assembly Meeting, the presiding officer shall ask for nominations for directors and the president elect. Nominations may be requested for the offices of secretary, treasurer, sergeant-at-arms, and club administrator. Nominations from the floor are thereafter closed unless the Board sets an alternate date.

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

- a. The names on the slate shall be presented in alphabetical order under each category of nomination.
- b. The president shall become the Past President/Chair of the Board; the incoming president shall be come the President; the president elect shall become the Incoming President.
- c. The candidates for president elect, secretary, treasurer, sergeant-at-arms, and club administrator receiving the highest number of votes shall be declared elected to their respected offices.
- d. The term of office for the president, incoming president, and president elect, and past president is one year. The term of office for the secretary, treasurer, sergeant-of-arms, and club administrator is one year, but these officers are eligible for re-election without 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, unless the assembly approves an exception to this rule by a majority vote of approval.

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. Incoming President. The incoming 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. President Elect. The 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.
- e. The president elect is a non-voting position. The Board may make an exception to this rule for one year and grant voting privileges with a two-thirds majority vote of approval of the Board.

Section 5. Secretary. The secretary shall fulfill or oversee the fulfillment of the following responsibilities.

- a. Record the minutes of the Board and the Annual and Special Meetings 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. Sign certificates and other official communications on behalf of the board.
- c. Perform such other duties as usually pertain to this office or as assigned by the Board.

Section 6. Treasurer. The treasurer is responsible for all funds and has the authority to disburse budgeted and/or designated funds for their intended purpose. See Article IX for more information.

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 RI and District 6290 by the announced due dates.
- c. Send invoices for payments, such as dues and other payments, to the club members.
- d. Report to the Board invoices which have been sent to members yet remain unpaid.
- e. Receive invoices for goods and services and pay those invoices. Board authorization may be necessary prior to payment.
- f. 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 is responsible 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 Board.
- 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 assigned by the president or the Board, and/or further delineated in the Club Operation Manual.

Section 8. Club Administrator. The club administrator is responsible for the good order of the club. The responsibilities include:

- a. Maintain the club's Bylaws and Constitution so that these documents are current with the agreed operation of the club and the rules of RI.
- b. Maintain the club's Operations Manual. The board shall receive notice of any content that is added and/or removed.
- c. Prepare the club's District Governor's Report and prepare for the visit of the Governor.
- d. Other duties as may be assigned by the president or by the Board, and/or further delineated in the Club Operation Manual.

Section 9. Directors. Directors shall attend Board meetings.

- a. Directors shall be assigned by the President as the Board liaison to the Avenues of Service.
- b. As Board liaison, a director is an ex-officio member of the committee that is assigned to the director. As an ex-officio member of a committee, the director has voting privileges.
- 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 incoming president are 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. 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. The committee may initiate new actions with board approval.
- b. Except where authority has been given by the Board, a committee shall not spend club funds until the intended action is approved by the Board.

Section 4. Subcommittees and Ad Hoc Committees

- a. A standing committee, or its chairperson, may establish a subcommittee (may be called a "team") 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 an ad hoc committee as it deems necessary.

Article VIII. Duties of Committees

A new standing committee may be created when proposed by the Board and ratified by the Club at an Assembly meeting. Such action changes these bylaws. Each committee shall have specified, written duties which address the purpose and goals for the avenue of service as well as tasks and authority.

A standing committee may be dismissed when the committee's function is no longer relevant to the Club. The board proposes the deletion of a committee that is then ratified by the Club at an Assembly meeting. This action changes these bylaws.

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.

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. The Community Service Committee may create a variety of teams to complete projects.

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 for global initiatives, and shall assist the district with study programs as the opportunity to do so is presented.

Section 3. **Avenue of Vocational Service.** This Avenue focuses on 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. Furthermore, this avenue of service seeks to create ways and means to insure a club culture which expresses care and interest in one another as members and persons.

- 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.
- b. The **Club Connections Committee** shall
 - Act to build club friendships and support to members. Examples are:
 - Promote acquaintance and friendship among the members, making use of organized recreational and social activities as well as the weekly meetings.
 - 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.
 - Maintain the "Rotarians at Work" signs and utilize these signs at the Club community projects.
 - Encourage participation by all members in district, inter-club, regional, and international activities of Rotary.
 - Appoint one or more club chaplains. The chaplain shall then be a member of the Club Connections Committee. The committee shall provide a position description to the chaplain.

Section 4. **Avenue of Youth Services/ New Generations.** 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 RI 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 opportunities 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 RI 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 **Membership Committee** shall encourage the growth of the club's membership.
 - Oversee the growth of the general membership enrollment.
 - Implement plans which 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 each prospective member is informed about the privileges and responsibilities of Rotary membership. This may include providing appropriate literature for presentation at the induction.
 - Arrange a meaningful induction ceremony for approved new members.
 - 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.

- Oversee the growth of the Business and Corporate membership enrollments. The Membership Committee shall invite prospective corporate and business members to join the Club when an opening in a business or corporation category has been determined.
- Appoint a Membership Coordinator who shall:
 - Be a member of the Membership Committee.
 - 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 club membership documents.
 - Submit required reports to RI District 6290 – This directive includes semiannual reports of membership and changes in membership.

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 July 1 to June 30.

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

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

Section 1. These bylaws may be amended at any Assembly meeting when:

- a. Notice of the amendment has been provided to the club membership at least seven days prior to the Club Assembly meeting; and
- b. A quorum of the club membership is present; and
- c. The amendment is approved by a two-thirds vote of all members who cast a vote.

Section 2. No amendment or addition to these bylaws can be made which is not in harmony with the club's constitution and with the constitution and bylaws of RI.