

**BYLAWS OF THE  
COLDWATER TOWNSHIP SUNRISE ROTARY CLUB  
Revision Adopted: September 24, 2009**

**ARTICLE I.  
BOARD OF DIRECTORS AND OFFICERS.**

The governing body of this Club shall be the Board of Directors consisting of eleven (11) members of this Club. There shall be a President, Vice President/President-elect, Vice President-elect, Secretary, Treasurer, and Immediate Past President. Additionally, there shall be five (5) directors.

**ARTICLE II.  
ELECTION OF DIRECTORS AND OFFICERS.**

Section 1. A nominating committee shall be appointed by the President. The nominating committee shall consist of the four past presidents and the President, unless any of the individuals is unable or unwilling to serve in which case the President shall appoint a member at large so that there are five members on the nominating committee. The nominating committee will nominate candidates for the Board of Directors and Officers, as indicated above. The nominations shall be presented to the membership at a meeting to be held no later than one month prior to the annual meeting in December. The members shall vote upon the candidates, with the candidate receiving the majority of the votes for each office and directorship being elected. All officers shall be elected for one-year terms, and the directors shall be elected for four-year terms. The President-elect shall serve as a member of the Board as President-elect, until taking office as President on the 1<sup>st</sup> day of July following the year as President-elect.

Section 2. The officers and directors, so elected, together with Immediate Past President shall constitute the Board of Directors.

Section 3. Vacancy in the Board of Directors or in any office shall be filled by the action of the remaining members of the Board. In the case of vacancy in the Board of Directors, the person receiving the next highest number of votes will fill the vacated Board position and its corresponding term.

Section 4. Vacancy in the position of any officer elect or director elect shall be filled by action of the remaining members of the Board of Directors elect.

Section 5. Unless declined by the member, the longest serving member of the Board of Directors, shall assume the position of Vice President/President-elect. Vice President/President-elect shall become President. If there is no Director willing to assume the position of Vice President/President-elect, the Board of Directors shall elect a member in good standing of the Club to assume the vacant position. A Director serving as Secretary or Treasurer may be included, at their request, in the rotation for assuming the position of Vice President/President-elect, and shall assume the position when they become the longest serving member of the Board of Directors.

Section 6. A Director may be removed from office for cause only, and following a reasonable opportunity to be heard, by a majority vote of the Board of Directors.

### **ARTICLE III. DUTIES OF OFFICERS**

**Section 1. President.** It shall be the duty of the President to preside at the meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office of President. President shall also be responsible for speaking on behalf of the Club and, unless the President appoints another individual to do so, to serve as Program Chairperson.

**Section 2. Vice President/President-elect.** It shall be the duty of the President-elect to preside at the meeting of the Club and Board in the absence of the President and to perform other such duties as ordinarily pertain to the office of the President-elect or as may be prescribed by the President or the Board.

The President-elect shall attend the district Presidents-elect Training Seminar, as offered by Rotary International and the local district, unless excused by the governor-elect. If so excused, the President-elect shall send a designated Club representative who shall report back to the President-elect. If the President-elect does not attend the presidents-elect training seminar and has not been excused by the governor-elect, or, if so excused, does not send a designated Club representative to such meetings, the president-elect shall not be able to serve as Club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar or training deemed sufficient by the governor-elect has been duly elected.

**Section 3. Secretary.** It shall be the duty of the Secretary to keep the records of membership; send out notices of meetings of the Club and Board and record and preserve the minutes of such meetings; make the required reports to RI, including the semi-annual reports of the membership, which shall be made to the general secretary of Rotary International on January 1 and July 1 of each year, and including prorated reports to the general secretary on October 1 and April 1 of each active, senior active, and past service member who has been elected to membership in the Club since the start of the July or January semi-annual reporting and the reported changes in membership, which shall be made to the general secretary of Rotary International, of monthly report of attendance at Club meetings, which shall be made to the district governor immediately following the last meeting of the month; collect and remit to Rotary International subscriptions to the Rotarian; and to perform such other duties as usually pertain to the office of Secretary. The President may, at the President's option, divide these duties between a recording secretary and a Club secretary. Both positions must be members of the Board of Directors with one serving as an independent director.

**Section 4. Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting to the Club annually, and at every Board meeting, and upon demand by the Board and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts and any other Club property. The Treasurer may, at the discretion of the Foundation Board of Directors also serve as treasurer for the Coldwater Township Sunrise Rotary Foundation, Inc. The Treasurer shall also serve on the Finance Committee, and may serve as the Chairperson of the Finance Committee.

**Section 5. Directors.** Directors shall serve on the Board of Directors and assist the President and the Board in promoting and managing the activities of the Club.

**Section 6. Communications Officer.** The Communications Officer shall undertake the planning, development and delivery of internal communications, including the website, weekly bulletins and publications. The term of the Communications Officer shall be two years, unless extended by the President.

**Section 7. Meeting Officers.**

- (a) **Sergeant-at-arms, meeting treasurer and meeting secretary.** The positions of Sergeant-at arms, meeting secretary and meeting treasurer shall be rotated, on a monthly basis, between the members of the Club. The duties of each officer shall be as follows:
  - (b) **Sergeant-at-arms** shall be responsible for the collection of fines and maintaining discipline and order at the meeting. The sergeant-at-arms shall assist the President in maintaining control of the meeting.
  - (c) **Meeting treasurer** shall be responsible for collecting the payments for meals at each meeting. The treasurer shall also be responsible for tallying all fines, raffle income, or other income and recording that information for transmittal to the Club treasurer.
  - (d) **Meeting secretary** shall be responsible for recording the names of those attending each meeting and assisting the meeting treasurer in collecting and preparing the weekly reports to the Club Treasurer and Club Secretary. The meeting secretary shall also keep minutes of the weekly meeting if any motions are made or action taken.

#### **ARTICLE IV. MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of this Club shall be held on the first Thursday morning meeting in December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place, unless changed by vote of the Board of Directors.

**Section 2. Regular Meetings.** The regular meetings of this Club shall be held on Thursday mornings from 7:00 a.m. to 8:15 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. A Club member must attend or make up at least 60 percent of regular Club meetings in each half of the year. Any missed meetings must be made up within fourteen (14) days of a regular meeting. (This can be 14 days before or after the missed meeting.) Makeups can be completed at any Rotary International club. If an attempt to makeup at a club that has changed its meeting time or place temporarily, that constitutes a makeup. Makeups can also be completed online, by attending a Board meeting, helping on a project that the Club is supporting., attending a committee or project meeting lasting one (1) hour or more, or attending district functions.

**Section 3.** One-third of the active, non-associate membership shall constitute a quorum at the annual and regular meetings of this Club.

**Section 4.** Regular meetings of the Board shall be held on a monthly basis at the discretion

of the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5. The majority of the Board members shall constitute a quorum of the Board.

#### **ARTICLE V. FEES AND DUES**

Section 1. The membership dues shall be set annually by the Board of Directors. The dues amount shall include the following: a) the Rotary International dues; b) the District dues; c) the cost of THE ROTARIAN magazine; d) an amount set by the Board of Directors for local dues.

#### **ARTICLE VI. METHOD OF VOTING**

The business of this Club shall be transacted by paper vote, unless otherwise directed by the President and/or the Board.

#### **ARTICLE VII. COMMITTEES**

##### **Section 1.**

- (a) The President subject to the approval of the Board, shall appoint the following standing committees, which may be divided into sub-committees as determined by the Board, Club members, and/or committee chairs :
1. Membership: develops, implements, and maintains a comprehensive plan for recruiting, orientation, and retention of Club members.
  2. Public Relations: provides the public with information about Rotary and promotes the Club's service projects and other activities.
  3. Club Administration: conducts activities associated with the effective operation of the Club.
  4. Service Projects: plans and carries out local educational, humanitarian, and vocational projects
  5. The Rotary Foundation: develops and carries out plans to support Rotary International's Foundation through financial contributions and Club participation in Rotary International programs.
  6. Club Foundation: known as the "Coldwater Township - Sunrise Rotary Foundation, Inc.", the Club Foundation shall operate as described and required by the Articles of Incorporation of the Coldwater Township - Sunrise Rotary Foundation, Inc., which are incorporated by reference into these By-Laws.
- (b) The President may, as the need arises, appoint special committees from the memberships to deal with those issues of a short-term nature which require organization and leadership.
- (c) The President shall be an ex-officio member of all regular and special committees, and, as such, shall have all of the privileges of membership thereon.
- (d) Each committee shall transact such business as is delegated to it in the bylaws,

other organizational documents, and such additional business as may be referred by the President and the Board. Where special authority is given by the Board, such committees shall not take action until a report has been made to and approved by the Board.

## **ARTICLE VIII. FINANCES**

**Section 1.** Prior to beginning of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which shall stand to limit these expenditures for these purposes, unless otherwise ordered by action of the Board. The Board will monitor the budget at its regular monthly meetings.

**Section 2.** The treasurer shall deposit all funds of the Club in a bank to be selected by the Board of Directors.

**Section 3.** All bills shall be paid by the Treasurer or other authorized officer only when approved by two (2) other officers.

**Section 4.** A thorough review of all financial transactions by at least one qualified person shall be made once each year.

**Section 5.** Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**Section 6.** The fiscal year of the Club shall extend from July 1 to June 30. Payment of per capita dues and magazine subscriptions to Rotary International, and the local Rotary District, 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 7.** The Board of Directors may, without consultation with the full membership, spend up to \$200 for any single project, donation, or other purpose. The Board of Directors may not spend a total of more than \$1,000 in this fashion during any fiscal year. All individual expenditures of more than \$200, or cumulative expenditures over \$1,000 must be approved by the membership.

## **ARTICLE IX. METHOD OF ELECTING MEMBERS**

**Section 1.** After a prospective member has attended two Club meetings, the name of the prospective member, proposed by an active, senior active, or past service member of the Club, shall be submitted to the Membership Committee in writing. Immediately upon receipt, the Membership Committee chair will submit the proposal to the committee members and the full Board in writing. The Membership Committee will ensure that the proposal meets all classification and membership requirements of the Club constitution and bylaws. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

**Note:** Prospective members need not attend more than two meetings unless requested to do so by the Club president.

Section 2. The Membership Committee shall make a recommendation in writing to the Board within seven (7) days of receipt of the proposal to approve or disapprove the proposal.

Section 3. The Board shall approve or disapprove the written recommendation within three (3) days of its submission by the Membership Committee.

Section 4. If the decision of the Board is favorable, the name and other information about the prospective member shall be circulated to the general membership for approval. Any member who objects shall submit their objection, in writing, stating reasons, to the Board of Directors within five (5) days of submission of the proposal to the full membership.

Section 5. If two (2) members submit an objection to the Board, in writing, stating reasons, within five (5) days of submission of the proposal to Club members, the Board shall vote on this matter at its next meeting. If approved despite the objections, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered elected to membership.

Section 6. If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the Club within five (5) days following the publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

Section 7. Following such election, the President shall arrange for new member's induction and further orientation, and the Club secretary shall issue membership materials to the member and report such action to Rotary International.

## **ARTICLE X. LEAVE OF ABSENCE**

Upon written application of the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member in good standing from attending the meetings of the Club for a specified length of time.

(Note: Such leave of absence does not operate to prevent a forfeiture of membership; it does not operate to give the Club credit for a member's attendance. Unless the member attends a regular meeting of some other Club, the excused member must be recorded as absent except that absence authorized under the provisions of art. VII, sec. 3 of the standard Rotary Club constitution is not computed in the attendance record of the Club.)

Upon written application to the Board, setting forth good and sufficient cause, a member may be granted status as an Associate member. An Associate member shall pay dues and fees as set, from time to time, by the Board, but may be exempted from meeting attendance requirements under a policy to be established by the Board. No more than ten percent of the total membership shall be hold associate member status at any time.

## **ARTICLE XI. REMOVAL OF MEMBER**

Members may be removed by the Board of Directors for cause or for non-payment of dues within a reasonable time as fixed by the Board of Directors, in accordance with the Constitution of the Coldwater Township Sunrise Rotary Club.

**ARTICLE XII.  
RESOLUTIONS**

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. If such resolutions or motions, are offered at a Club meeting, a vote shall be taken on referral to the Board. The Board shall act upon resolutions or motions referred at a Club meeting within 40 days and report to Club members its recommendation for Club vote.

**ARTICLE XIII.  
ORDER OF BUSINESS**

Meeting called to order.  
Introductions.  
Correspondence and announcements.  
Committee reports, if any.  
Unfinished business.  
New business.  
Sergeant-at-arms.  
Program.  
Adjournment.

**ARTICLE XIV.  
AMENDMENTS**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or distributed 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 Rotary International.

**ARTICLE XV.  
CLUB CONSTITUTION**

The Club adopts the Rotary International constitution as its Club constitution, except as otherwise modified by these bylaws.