

**Bylaws of the
Rochester Rotary Club, a Michigan nonprofit corporation
Revised and Approved on March 17, 2026
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Article 1 Definitions

1. **Constitution:** The Constitution of the Club. In the event of any inconsistency between the Club constitution and the Club bylaws, the constitution shall control.
2. **Bylaws:** The bylaws of the Club.
3. **Club:** Rotary Club of Rochester, Michigan – USA (also known as Rochester Rotary Club in its Michigan Articles of Incorporation, a 501 (c)(4) nonprofit, non-stock, membership-based organization.
4. **Board:** The Board of directors of the Club.
5. **Director:** A director on the Club's Board.
6. **Member:** A member, other than an honorary member, of the Club, in good standing.
7. **Member in good standing:** a member engaged in some of the Club's regular meetings, service projects, events, or other activities, is living up to the Constitution's General Qualifications and is current with their financial obligations.
8. **In Writing:** A communication capable of documentation, regardless of the method of transmission.
9. **RI:** Rotary International.
10. **Year:** The 12 months beginning July 1.

Article 2 Purpose

The purposes of the Club are to:

- a. pursue RI's "Object of Rotary,"
- b. carry out successful service projects based on RI's "Avenues of Service,"
- c. contribute to the advancement of Rotary by strengthening membership,
- d. support The Rotary Foundation, and
- e. develop leaders beyond the Club level.

Article 3 Membership

Section 1 — General Qualifications Club membership qualifications are defined in the Club's Constitution. Any exceptions to these are identified below based on the Club's practices.

Section 2 — Membership A member of the Club is automatically a member of The Rochester Rotary Charities, Inc., a 501 (c)(3) nonprofit. Members of Charities raise funds, and the Charities Board distributes those funds.

Section 3 — Types The Club shall have two types of membership, active and honorary. The Club may create other types following the Club Constitution. The Secretary will forward this information to Rotary International.

- a. To become an active member, a person must possess the qualifications identified in the Constitution. The Club's Active member categories are:
 - i. Active members age 40 and over
 - ii. Active members under age 40
 - iii. Corporate Representatives A Corporate Representative membership is for businesses, professional practices, government entities, and educational institutions. This type of membership involves an agreement with a corporation, which pays for or subsidizes the employees' dues (one primary representative and a maximum of two alternates). The Secretary will register the primary corporate representative as an active member in the Club's and Rotary International's database. As active members, the primary corporate representative is eligible to hold office and vote at membership meetings. An alternate is not eligible to vote or hold office.
 - iv. No active member shall simultaneously belong to the Club and another Rotary club other

- than a satellite of the Club or be an honorary member.
- v. **Honorary Membership** The Club may elect honorary members for terms set by the Board, who shall:
 - vi. pay Honorary member dues and fees structure,
 - vii. not vote,
 - viii. not hold any Club office,
 - ix. not have classifications; and
 - x. be entitled to attend all meetings and enjoy all other privileges in the Club.

Section 4 — Club Membership Composition

- a. **General Provisions** Each Member shall be classified based upon the Member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and identified business or professional activity, or the nature of the member's community service activity. The Board may adjust a Member's classification if the member changes positions, professions, or occupations.
- b. **Diverse Club Membership** The Club's membership should represent a cross-section of its community's businesses, professions, occupations, and civic organizations, including age, gender, race, and ethnic diversity.

Section 5 — Attendance

- a. Each member is encouraged to attend the Club's regular meetings and engage in the Club's service projects, events, and other activities.
- b. Members may request, or the Board may offer leaves of absence, including specific financial arrangements, on a case-by-case basis at the Board's discretion.

Article 4 Board

Section 1 — Board Role and Composition The Club's governing body is its Board of Directors, consisting of eleven (11) members of the Club, being the president, immediate past president, president-elect, president-nominee, secretary, treasurer, assistant treasurer, and four (4) directors. Board members shall be in good standing with the Club to serve on the Board. Club officers shall regularly attend satellite Club meetings.

Section 2 — Board's compliance with Constitution and Bylaws The Board will ensure compliance with the Constitution and Bylaws

Section 3 — Board's Duties and Powers

- a. The Board of Directors shall manage the business, property, and affairs of the Club.
- b. A director may participate in a meeting and be considered present by conference telephone or other means of remote communication. All persons participating in the meeting must be able to hear and make comments.
- c. The Board may authorize actions without a meeting if all directors consent to the action in writing. The Secretary will file the written consent statements with the minutes of the Board's proceeding.
- d. The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions shall be referred to the Board without discussion if offered at a Club meeting.

Article 5 Elections and Terms of Office

Section 1 — Nominations Committee and Process

- a. This committee shall conduct a process to create a slate of officers and directors for the next Rotary year and present the proposed slate to the membership at least one month before the election. Officers must be elected no later than December 31. All candidates shall be a member in good standing of the Club.
- b. The Nominations Committee consists of active member Past Presidents, the current president, and the president-elect.
- c. Members may nominate candidates for president, president-elect, president-nominee, secretary, treasurer, assistant treasurer, and open director positions one month before elections. The

- nominations may be presented by a nominating committee, by members from the floor, or both.
- d. The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 2 — Term of Office

- a. Officers other than the treasurer shall be elected to serve for one year.
- b. The Treasurer shall serve for three-year terms and may be reelected for additional three-year terms.
- c. Directors will serve staggered two-year terms.

Section 3 — Vacated Board positions

- a. A vacancy in the Board or any office shall be filled by action of the remaining directors.
- b. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Articles 6 Duties Of The Officers And Directors

Section 1 — President The president presides at Club and board meetings. The president ensures that all board actions are executed, performs all duties incident to the office, and performs other duties prescribed by the Board.

Section 2 — Immediate past president The immediate past president serves as a director on the Club board and chair of the Nominating Committee. The immediate past president performs other duties prescribed by the Board.

Section 3 — President-elect The president-elect serves as a director, prepares the following year's leadership team, establishes each committee's annual focus, presides at Club and board meetings when the president is absent, and performs other duties prescribed by the Board.

Section 4 — President-nominee The president-nominee serves as a director, the program chair, and performs other duties prescribed by the Board.

Section 5 — Secretary The secretary records and preserves the minutes of club and Charities board meetings in a format that meets the requirements of the state (minutes are legal documents) and the needs of the Board, provides a draft of the board meeting minutes to all board members within ten days following board meetings and provides the approved board minutes to the general membership, seeing that they are archived on the club website, within ten days after approval. The Secretary performs other duties prescribed by the Board.

- a. Keeps membership and attendance records for the Club, District, and RI, in a format compatible with Rotary International's requirements.

Section 6 — Treasurer The Treasurer oversees all funds and provides an accounting of them, deposits all money and securities received by the Club in a depository approved by the Board and in the Club's name, completes all required Club filings, performs all duties that may be incident to the office, and performs other duties as assigned by the Board.

- a. The treasurer records financial transactions and updates the Club, District, and Rotary International on the appropriate financial information using software compatible with such programs.
- b. The treasurer mentors and trains the assistant treasurer to perform the duties of the treasurer.

Section 7 — Directors A director attends Club and board meetings and performs other duties prescribed by the Board.

Section 8 — Transfer to successor Upon completing their term of office, all Board Members shall turn over all funds, records, or any other Club property to their successor.

Article 7 Meetings

Section 1 — Club Meetings

- a. Annual and Special Meetings
 - i. Annual Meeting: The annual meeting to elect officers and directors for the next Rotary year shall be held no later than December 31.
 - ii. Special Meetings: Special meetings (Assembly) may be called by the Board, the Club president, or by the written request of not less than 10% of the Club membership to

- conduct Club business
- iii. Quorum: 33% of the active membership
- b. Regular Weekly Meetings.
 - i. Day and Time: The regular meetings of the Club shall be at a time and place determined by the Board and posted to www.RochesterRotaryClub.org for details. Reasonable notice of any change or cancellation of the regular meeting will be given to all Club members.
 - ii. Cancellation of Club Meetings: The Board may cancel up to four regular meetings a year for cause but may not cancel more than three consecutive meetings.
 - iii. Quorum: 33% of the active membership
- c. Weekly Program Guidance
 - i. Three months before an election, a political candidate will not be invited to speak before the Club.
 - ii. No one shall use the Club's name to support any commercial concern or partisan interest.

Section 2 — Board Meetings

- a. Frequency
 - i. The Board sets regular monthly Board meetings. Special meetings of the Board are called with reasonable notice by the president or two directors' requests.
- b. Changes
 - i. The Board may change board meeting dates, times, or location
 - ii. The Board may cancel board meetings no more than four (4) times a year
- c. Quorum: A majority of all Board members

Section 3 — Business Meetings On any questions of meeting procedure, the current edition of Robert's Rules of Order Newly Revised shall govern.

Article 8 Dues and Fees

Section 1 — Club dues Annual Club dues are \$720. They are paid as follows: \$60 per month. Rates vary based on membership type. Annual Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, Club fees, and any other Rotary or district per capita assessment. Meals are charged separately.

Section 2 — New Member Fee The Club assesses a one-time administrative fee of \$35 to new Members.

Section 3 — Under 40 Active member dues Under 40 active member dues are \$420 annually. They are paid as follows: \$35 per month.

Section 4 — Honorary member dues Honorary members' Club dues are \$150 annually. Meals are charged separately.

Section 5 — Payment of Dues and Fees Unless members make special arrangements, dues and fees are due 30 days after invoicing. A membership will be terminated if there is an outstanding balance on their account for more than 90 days.

Article 9 Method of Voting

The business of the Club is conducted by voice vote, ballot, or other means of remote communication that are acceptable for Board and Membership meetings. The board may also provide a written ballot for a vote on some resolutions. Approval requires a majority (50% + 1 of those voting).

Article 10 Committees

Section 1 — Club Standing Committees The Club's standing committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution. Additional committees may be appointed as needed.

Section 2 — Committee Chair responsibilities

- a. Each committee chair is responsible for the committee meetings and activities, supervises and coordinates committee work, and apprises the Board of the committee's activities.
- b. Upon completing their service term, all members shall turn over all funds, records, or other Club property.

Section 3 — Ex Officio Member The President is a non-voting ex officio member of all committees.

Article 11 Finances

Section 1 — Budget The President-Elect shall present a budget supporting the Board's goals and programs to the Board no later than April 30 for review and approval. After the Board approves the budget, it is presented to the membership

Section 2 — Depositories The treasurer deposits Club funds in a financial institution or institutions designated by the Board.

Section 3 — Signatures Bills are paid by the treasurer or another authorized officer. Checks require two (2) authorized signatures.

Section 4 — Review of all financial transactions A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Annual and Mid-year financial statements Club members will receive an annual financial statement of the Club. A mid-year financial report is presented at the annual meeting with current and previous year income and expenses.

Section 6 — Bonding Officers having charge or control of Club funds shall be bonded for the safe custody of the Club's funds, cost of bond to be borne by the Club.

Section 7 — Fiscal Year The fiscal year is from July 1 to June 30.

Article 12 Method of Electing Members

Section 1 — Submitting an application to the Board A member may propose a candidate for membership once the candidate has attended three regular Weekly Club Meetings, has submitted a written application to the Board or the membership committee.

Section 2 — Transferring or former member of another Club Members of other Rotary Clubs may request a transfer from their former Club to the Rochester Rotary Club or apply to the Club's secretary. The request will be forwarded to the board for approval.

Section 3 — Reinstatement of a former member of the Club A former member of the Club, who left as a member in good standing, may apply to the board through the secretary for reinstatement. Board action will confirm reinstatement.

Section 4 — Board approves or rejects applicant's application The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 5 — Prospective new member to Rotary to attend a Club Orientation Meeting If the Board approves the candidate for membership, the prospective new member to Rotary is invited to participate in a Club Orientation Meeting. Prospective members shall be informed of the purpose of Rotary and the privileges and responsibilities of membership in the Club.

Section 6 — Induction ceremony Following their orientation meeting, or the board's approval of a transferring or former member of another Club or reinstatement of a former member of our Club, an induction ceremony shall be scheduled if the prospect still wants to become a member.

Article 13 Amendments

The membership may amend these bylaws at any regular Club meeting. Changing the Club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the voters support the change.

CERTIFICATE

These Amended and Restated Bylaws were duly adopted by the membership on March 17, 2026

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