**BYLAWS  
ROTARY CLUB OF HUNTINGTON, INDIANA**

## **ARTICLE I Name**

The name of the organization is ROTARY CLUB OF HUNTINGTON, INDIANA

## **ARTICLE II**

**Mission Statement**

The mission of the Rotary Club of Huntington, Indiana is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

## **ARTICLE III**

**Definitions**

1. Board: The club’s board of directors
2. Director: A member of the club’s board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken.
5. RI: Rotary International
6. Year: The 12-month period that begins July 1

## **ARTICLE IV**

## **Board of Directors**

*Section 1* - The property, business and affairs of the organization shall be managed and conducted by a Board of Directors.

*Section 2 -* The Board of Directors shall consist of not less than six (6) nor more than more eighteen (18) persons and includes all of the officers of the club. The exact number may be changed by resolution of the Board of Directors, but not to cancel the term of any presently serving Director(s).

*Section 3* - Directors shall be elected for a term of three (3) years, and all Directors may serve for no more than three (3) successive terms, provided however, upon resolution of two-thirds (2/3) of the Board of Directors this term limitation can be waived. This provision does not apply to those who serve on the Board of Directors as an Officer and/or the Immediate Past President.

A partial term to fill a vacancy shall not be considered a term for this Section. To ensure continuity and rotation in office, the respective terms of the Board shall be elected so that one-third (1/3) of the Board will expire each year as of the end of the Rotary year, leaving the remaining two­ thirds (2/3) to serve in the coming years or year.

*Section 4 -* A meeting of the Board of Directors shall be held at least thirty (30) days prior to the annual meeting of the organization for the purpose of nomination of directors, and for the transaction of such other business as properly may come before the meeting.

*Section 5* - Any Director failing to attend a majority of the meetings of the Board of Directors held during any calendar year measured from annual meeting to annual meeting (which absences are unexcused for illness, out of state for vacation, etc.) may be subject to removal by the Board as of the end of the Rotary year, and a successor Director may be elected in his/her place to serve for the unexpired portion of such term.

*Section 6* - Any vacancies occurring during the term of any member of the Board of Directors shall be filled by appointment of the President to serve until the next regular election of the Board. At such next regular election, a new Director shall be elected to the Board to fill the unexpired term, if any, created by such vacancy.

*Section 7* - The annual meeting of the organization shall be held during the month of December of each year at such place as the Board of Directors may designate in the notice thereof. Directors so elected at the annual meeting shall assume their office and duties as of the first day of July in the year following their election, and shall serve and hold office until their successors are elected, except as otherwise provided herein.

**ARTICLE V  
Officers**

*Section 1* - The Board of Directors, at the time of the regularly called annual meeting of the organization, shall nominate a President, Vice President/President­ Elect, Secretary, and Treasurer. The Board of Directors by resolution may create and define the duties of other officers in the organization and may elect or appoint persons to fill such offices. The Voting members may propose additional persons as nominees for Office in the Club. The Voting members of the Club shall at its annual meeting vote on the nominations made by the Board of Directors.

*Section 2* - Whenever any vacancies shall occur by reasons of death, resignation, increase in the number of offices of the organization, or otherwise, the same shall be filled by the Board of Directors and the officer so elected shall hold office until his/her successor is chosen and qualified.

*Section 3* - Unless otherwise herein provided, the President shall be elected for a term of one (1) year. The President-Elect shall be elected to serve as the Vice­ President for a term of one (1) year and in the year immediately following shall become the President of the Club for a term of one (1) year. All officers shall hold the office until their successors have been elected. All officers shall assume their duties and responsibilities as of the first day of July following their election.

**ARTICLE VI  
Powers and Duties of Officer**

*Section 1* - The President shall preside at all meetings of the organization, discharge all duties which evolve upon a presiding officer, and perform such other duties as this Code of Bylaws provides or the Board of Directors may prescribe.

*Section 2* - The Vice President/President-Elect shall perform all duties incumbent upon the President during the absence or disability of President and perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe.

*Section 3* - The Secretary shall attend all meetings of the Executive Committee and the Board of Directors and shall make a true and accurate record of proceedings of such meetings. The Secretary shall supervise the distribution of minutes of the meetings. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and Committees, record and preserve the minutes of such meetings, and make the required reports to RI.

*Section 4* - The Treasurer shall have the custody of all monies of the organization and shall keep correct and complete records of account, showing accurately at all times the financial condition of the organization. He/She shall immediately deposit all funds of the organization coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the organization. He/She shall keep or cause to be kept a book or books or computer records in hard copy setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the organization, and he/she shall when and as required by the President or the Board of Directors render a statement of the financial condition of the organization and shall perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe.

*Section 5* - In the absence of any officer of the organization or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer or any other officer or to any Directors, for the time being, provided a majority of the entire Board of Directors concurs therein.

**ARTICLE VII  
Executive Committee**

*Section 1* - There shall be an Executive Committee whose members shall be the President, Vice President, Secretary, Treasurer, and the immediate Past President.

*Section 2* - The Executive Committee shall have and exercise all powers and duties of the Board of Directors between meetings of the Board provided, however, that in the judgment of the Committee, the matters to be considered are either too urgent to wait or of such a noncontroversial or routine nature as not to require a meeting of the Board and, provided, further, that the Committee shall take no action reversing or substantially modifying a prior action of the Board of Directors.

*Section 3* - The Executive Committee shall meet upon call of the President or upon call of the Secretary at the written request of any two (2) members of the Committee. Notices of the meetings of the Executive Committee, and rules of the procedure, shall be the same as for meetings of the Board of Directors. A majority of the Committee shall constitute a quorum.

*Section 4* - All action of the Executive Committee shall be entered into the records of the organization and shall be reported to the Board of Directors at the next meeting of the Board. The Board of Directors may reverse or modify any action of the Executive Committee unless the rights of the parties dealing with the organization would be affected adversely thereby.

**ARTICLE VIII  
Meetings of Board of Directors**

*Section 1* - The Board of Directors shall meet not less than ten (10) times per year. The time and location of such meetings shall be designated by the President.

Written notice of such meetings shall be electronically transmitted or telephoned to all Directors at least five (5) days prior to such meetings.

*Section 2* - The Board of Directors may meet, in addition to the minimum number of meetings upon the call of the President or at the written request of any five (5) members of the Board.

*Section 3* - At meetings of the Board of Directors, a quorum shall consist of not less than one-half (1/2) of total number of Directors and Officers.

*Section 4* - Any officer or Director shall have the authority to call a vote by a show of hands or by secret ballot.

*Section 5* **–** Email voting may be used by the Board of Directors when an important issue must be discussed and decided upon prior to the next scheduled meeting of the Board. E-mail voting should be used only for matters of great importance to the Club, which must be decided before the next meeting. The quorum for action by the Board via e-mail will be the entire membership of the Board of Directors, and the votes needed for passage shall be two-thirds of the quorum. At the following regular meeting of the board, the issue will be brought up for a formal vote to be recorded in the minutes.

**ARTICLE IX**

**Nominations**

*Section 1* - A Nominating Committee consisting of three (3) Directors shall be appointed by the President with the approval of the Board of Directors no less than thirty (30) days prior to the date of the election of the Directors and Officers, with one (1) member of the Committee being designated as Chairperson. The Committee shall solicit recommendations of nominees and investigate qualifications of the persons under consideration. The Committee shall announce its nominations at the meetings held for the purpose of electing such Directors.

This same Committee shall propose a slate of officers for election at the annual meeting.

*Section 2* - The nominees for Directors receiving the greatest number of votes, whether or not a majority of all votes cast, shall be declared the successful candidates.

## **ARTICLE X**

**Members**

*Section 1* - There should be one class of members of the Club, which are voting members.

*Section 2* - A voting member shall be defined as an individual that pays dues pursuant to the fee schedule adopted by the Board of Directors. Said fee schedule shall be approved by the Board at the annual meeting. Said dues shall be due and payable within thirty days from the date that the dues are billed.

*Section 3* - The Board of Directors, pursuant to the provisions of Indiana Code 23- 17-8-2, as amended, may suspend or expel a member for cause after an appropriate hearing or for failure to pay the dues when due.

*Section 4* - The annual meeting of the voting members shall be held in December of each year, for the purpose of electing directors and for the purpose of transaction of any other business as may come before the meeting. If the election of directors is not held in December, the Board of Directors shall cause the election to be held at a special meeting of the voting members as soon thereafter as possible.

*Section 5* - Special meetings of the members may be called by the President, the Board of Directors, or one-third of the voting members.

*Section 6* - Notice of Meetings. All meetings shall be announced at the weekly Rotary meetings. Written or printed notices stating the place, day and hour of any meeting of members shall be delivered by electronic communication (e-mail) to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting. In the case of a special meeting or one required by statute or bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The Club shall have regular weekly meetings on each Tuesday at noon. Notice of any changes and/or canceling of the regular meeting shall be given to all members of the Club.

*Section 7* - At any meeting of the voting members, a voting member may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in­ fact. No proxy shall be valid after the date of the general meeting.

*Section 8* - Any action required by law to be taken at a meeting of the voting members, or any action which may be taken at a meeting of the voting members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by a majority of the voting members entitled to vote with respect to the subject matter thereof.

**ARTICLE XI  
Quorum**

*Section 1 -* One third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

*Section 2 –* A simple majority shall constitute a quorum at all board meetings.

**ARTICLE XII  
Committees**

Section 1. Club committees coordinate their efforts to achieve the club’s annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.

Section 2. The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3. Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

**ARTICLE XIII  
Annual Meeting of the Board of Directors of the Club.**

*Section 1* - The Annual Meeting of the Board of Directors shall be held during the month of November of each year at the time and place designated by the Board of Directors. Not less than thirty (30) days prior to the date of such annual meeting, the Secretary shall advise each Director in writing, telephonically, by electronic means, and/or by any other method of communication, of the hour and place of the annual meeting.

*Section 2* - The following shall be the order of business for conducting all Annual Meetings of the Club:

Call to Order  
Reading of minutes of the last meeting

Report of Treasurer  
Report of Standing Committees

Report of President  
General Business  
Report of Nominating Committee

Election of Officers  
Adjournment

*Section 3* - Officers elected at the Annual Meeting shall assume their duties on the first day of July.

**ARTICLE XIV  
Contributions: Donations, Bequests,   
and Memorials**

*Section 1* - Contributions received by this organization, which are not restricted to specific use by the donor, may be used at the discretion of the Board of Directors to carry out the objectives and purposes of the organization.

*Section 2* - Contributions received by this organization, which are restricted by the donor to a specific use, will be invested and/or expended at the sole discretion of the Board of Directors within the scope and spirit intended by the donor.

*Section 3* - The board will use the current Charitable Giving Guidelines as the basis for requests that are received from individuals or community organizations for funding. The Charitable Giving committee will present their recommendations for the board’s approval before any distributions are made.

**ARTICLE XV  
Fiscal and Financial Provisions**

*Section 1* - The fiscal year shall be from July 1 through June 31st.

*Section 2* - Funds of the organization on deposit with any bank or trust shall be subject to withdrawal with any of such person or persons as may be determined from time to time by resolution of the Board of Directors.

*Section 3* - The Finance Committee, with the concurrence of the Board of Directors, shall have the power to make investments of the funds of the organization or any rights to sell stocks or securities belonging to the organization or appoint persons to vote any stock at stockholders' meetings. Whenever practical, preference shall be given to local financial institutions for investment purposes.

*Section 4* - A financial review shall be performed annually by June 30. The review committee shall consist of no less than three (3) members: the current and past president, along with a previous club treasurer or member in the finance industry.

*Section 5* **–** An annual budget shall be prepared and approved by the Board of Directors by June 30th of each year.

*Section 6 –* No disbursements shall be made unless they have been authorized or budgeted and voted on by the Board of Directors. Any expense not budgeted must be approved by the Board.

**ARTICLE XVI  
Procedure**

All meetings of the organization shall be operated under and governed by Robert's Rules of Order.

**ARTICLE XVII  
Limitation of Liability**

Each Director and Officer of the club now or hereafter serving as such shall be indemnified by the club against any and all claims and liabilities to which he/she has or shall come subject by reason or serving or having served as such Director or Officer or by reason of any action alleged to have been taken, omitted or neglected by him/her as such Director or Officer, and the club shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability. The standard of care placed upon each such Director or Officer shall be no greater than that provided for in the Indiana Non-Profit Club law and the indemnification provided such Director or Officer shall be the maximum as provided for under said Indiana Non-profit Club law, if appropriate, or if not, as otherwise provided by law. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the club may otherwise be entitled by law.

**ARTICLE XVIII  
Distribution of Funds   
upon Dissolving of Club**

In the event this Club should cease to exist as a functional organization for any reason, the distribution of all monies and property held in said Club's name, in whatever form, at the time said Club is dissolved, shall be determined by the Board of Directors; provided, though, that the distribution shall be in accordance with the rules and regulations of the Internal Revenue Service regarding 501 (c)(3) organization which requires distribution only to another 501 (c)(3) club, and further provided, that in the event the Board of Directors fails for any reason to designate the beneficiary or beneficiaries of said monies and property, said monies and property shall be distributed to the United Way of Huntington County, Inc., or its successors or assigns for the use and application of said assets in such manner as that organization deems best.

**ARTICLE XIX**

**Resolutions**

No Resolution or motion to commit this Club on any matter shall be considered by the Club until is has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussions.

**ARTICLE XX**

**Amendments to the By-Laws**

The By-Laws of the Club may be amended, repealed or altered in whole or in part by a two-third (2/3) vote of the Board of Directors at any regular meeting or at a special meeting of the Board of Directors called for the purpose of considering such change or modification of the By-Laws. The Secretary shall mail to each Director a copy of the proposed change or modification at least ten (10) days prior to the date the vote shall be taken thereon. The By-Laws at no time shall incorporate any provisions inconsistent with law or the Constitution of the Club.