

**By-Laws
of the
Rotary Club of Toledo**

Membership Approved
May 1, 2023

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ARTICLE I

DIRECTORS AND OFFICERS

Section 1. Board of Directors

(a) The Board of Directors shall be the governing body of this Club and will consist of nine (9) members elected by the membership in accordance with Article II of these By-Laws and any officer who has not currently been elected as a Director.

(b) Directors who are not officers shall serve a term of three (3) years. Such term shall commence July 1 of the year following election and end June 30 of the third year after taking office, or when a successor takes office. No Director shall be elected to more than one (1) consecutive full term. Officers shall serve on the Board during their terms of office.

(c) The Board of Directors may retain the services of professional staff, including an Executive Director. The Executive Director, who may or may not be a Member of the Club, shall have such authority and perform such duties as may be assigned to that office from time to time by the President or the Board and shall report to the President and the Board. All other employees of the Club shall report to the Executive Director.

(d) In the event of a vacancy on the Board of Directors or in any office, such vacancy shall be filled for the unexpired term by a majority vote of the Board of Directors. (Subject to Section 3(f))

Section 2. Officers

The officers of this Club shall be the President, the President-Elect, the Vice-President, and the Secretary-Treasurer, who shall serve terms of one (1) year commencing July 1 of the year following election and ending June 30 of the following year or when a successor takes office. Upon completion of his/her one (1) year term as President-Elect, the President-Elect shall serve as President of the Club the following year. Upon completion of his/her one (1) year term as Vice-President, the Vice-President shall serve as President-Elect of the Club the following year. The officers shall attend Board of Directors' meetings and shall be entitled to vote on Board issues. All officers are expected to attend District Conferences and Assemblies.

Section 3. Duties of Officers

(a) President. It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertains to the office. The President shall also nominate a member of the Club, who may or may not be a Director, to serve as Secretary/Treasurer for his/her year as President, and such person must be approved by the Board. The President is expected to attend at least one (1) Rotary International Conference prior to the end of his/her presidency.

(b) President-Elect. It shall be the duty of the President-Elect to perform such duties as may be prescribed by the President or the Board. In the temporary absence of the President, the President-Elect shall act as President. For a better understanding of the duties and responsibilities of the office of the Club President, the President-Elect shall attend a Presidents-Elect Training Seminar (PETS) and the District Assembly unless excused by the incoming District Governor. If so excused, the President-Elect shall send a designated representative from the Club whose duty it will be to report back to the President-Elect. The President-Elect is expected to attend the Annual Large Club Conference in the

Rotary Year prior to the year he/she serves as President. The President-Elect shall be the Chairperson of the Foundation Advisory Committee.

(c) Vice-President. (i) It shall be the duty of the Vice-President to preside at meetings of the Club and meetings of the Board of Directors in the absence of the President, and of the President-Elect, and to perform such other duties as ordinarily pertain to the office. (ii) The Vice-President shall be the Chairperson of the Strategic Planning Committee. (iii) The Vice-President shall perform such other duties as may be assigned by the President with the approval of the Board.

(d) Secretary/Treasurer. The Secretary/Treasurer shall be the custodian of the records of the Club. It shall be the duty of the Secretary/Treasurer to oversee the maintenance of membership records to record attendance at meetings of the Club, Board and Committees; to prepare, submit and preserve the minutes of such meetings, and to prepare and submit required reports to Rotary International and the District in a timely and accurate manner. Under the direction of the Secretary/Treasurer, the Club shall keep a true and accurate account of all of its financial transactions. It shall also be the duty of the Secretary/Treasurer to oversee the collection and disbursement of all money of the Club and to perform such other duties as usually pertain to the office. The Secretary/Treasurer may assign such duties as may be approved by the Club Board to the Executive Director or another member. Upon retirement from office, the Secretary/Treasurer shall transfer possession of all funds, books of accounts, or any other Club property to the incoming Secretary/Treasurer or the President. The Board may assign any of the foregoing duties to the Executive Director, and the Secretary/Treasurer shall oversee and monitor the Executive Director's performance of same.

(e) Executive Committee. The President, President-Elect, Vice-President, Secretary/Treasurer, and Executive Director shall comprise the Executive Committee of the Club. The Executive Committee shall meet in advance of the monthly meetings of the Board, setting the agenda and performing such other tasks on behalf of the Board as may be necessary between meetings of the Board. Actions taken by the Executive Committee between meetings of the Board shall be reported to the Board at the next meeting.

(f) Vacancies. If the office of President should become vacant, the President-Elect shall serve the unexpired term of the President and, in addition, shall serve the full succeeding term as President. Any vacancy in the office of President-Elect shall be filled by the Vice-President. In the event that the President, President-Elect or Vice-President is unable to serve for any reason, and there is no successor available as provided above, the Board shall fill the vacancy as it determines appropriate, and the Board's action shall be submitted for ratification to the membership within thirty (30) days of such action.

ARTICLE II ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominations

(a) At a regular meeting of the Club at least forty-five (45) days prior to the annual meeting each year, the most immediate Past President available shall appoint a nominating committee of seven (7) members.

(b) The nominating committee shall request recommendations from the Club members and receive nominations by petition.

(c) The nominating committee shall nominate at least one (1) nominee, including any nomination by petition, for each Board of Directors position and each Officer position up for election. Nominations made by petition must be signed by twenty (20) club members in good standing. Such petitions must be filed with the Chair of the Nominating Committee at least fifteen (15) days prior to the annual meeting.

(d) All nominees must be Toledo Rotary Club members in good standing at the time of their nomination.

Section 2. Ballots

A printed ballot containing the names of such nominees in alphabetical order shall be mailed to each member of the Club at least ten (10) days in advance of the annual meeting. The ballot will provide for write-in candidates.

Section 3. Election of Directors

Each member present at the annual meeting shall be permitted to cast one vote for each of the Board of Director positions to be filled. Members absent from the annual meeting shall be permitted to vote by mail. The nominees receiving the highest number of votes for the Director positions to be filled shall be deemed elected and shall hold office for the term for which they were elected or until their successors have been elected and qualified.

Section 4. Election of Officers

(a) The Club members shall elect the Vice-President, who will automatically be elevated to the office of President Elect at the first meeting in July following the next annual meeting, and then elevated to the office of President in the same fashion the next year thereafter.

(b) Within thirty (30) days after the Annual Meeting, the Directors elected by the members of the Club for the next Rotary year shall meet. The most immediate Past President available shall preside at such meeting. These Directors shall, by a majority vote, elect a Secretary/Treasurer from the newly constituted Board of Directors. If any such newly elected President or President-Elect or Vice-President is not already an elected Director, he or she shall be designated as a member of the Board and serve in that capacity during his or her term of office.

Section 5. Removal

An officer or director may be removed from office by a majority vote of the Board of Directors. Such removal may be initiated by a Board member at a regularly scheduled Board meeting or by petition of members of the Club to the Board of Directors.

**ARTICLE III
DELEGATES TO INTERNATIONAL CONVENTION**

The President-Elect and the Club executive, or in the absence of a designated Club executive, the Secretary/Treasurer, shall each be delegates to the convention of Rotary International. The Board of Directors, at a regular meeting prior to the date of the international convention, shall determine the amount of expenses to be allowed delegates and instruct the delegates to represent the Club as proxies on matters known to be coming before the convention.

**ARTICLE IV
MEETINGS**

Section 1. Annual Meeting

The Annual Meeting of this Club shall be held on the first Monday of December in each year, at which time the election of Directors and the Vice-President shall take place.

Section 2. Regular Meetings

The Regular weekly meetings of this club shall be held on Mondays, at 12 o'clock noon, except for legal holidays provided that, for good cause, the Board of Directors may change a regular meeting of any week to a different day or a different hour of the regular day and provided that notice of such change is given to all members of the Club. Special meetings shall be called as and when ordered by the Board of Directors, notice of which shall be given to all members.

Section 3. Quorum for Membership Meetings

One quarter (1/4) of the membership shall constitute a quorum at the annual, regular, and special meetings of this Club.

Section 4. Meetings of the Board of Directors

Such meetings shall be called by the president whenever deemed necessary or upon the request of two (2) or more members of the Board.

Section 5. Quorum for Meetings of the Board of Directors

A majority of the Board members shall constitute a quorum of the Board of Directors.

**ARTICLE V
FEES AND DUES**

The admission fee and membership dues shall be determined by the membership. The admission fee shall be paid before an applicant can qualify for membership. Dues shall be payable semiannually on the first day of January and July. Included in the dues shall be each member's subscription to The Rotarian magazine and a subscription to The Toledo Rotary Spoke. Additionally, members are obligated to pay assessments and surcharges to District and Rotary International. Honorary members

shall not have to pay dues or other fees, assessment or surcharges.

ARTICLE VI METHOD OF VOTING

The business of the Club shall be transacted by *viva voce* vote, except that of the nomination and election of Directors and the Vice-President shall be by written ballot.

ARTICLE VII COMMITTEES

Section 1. Principal and Standing Committees

The President shall, subject to the approval of the Board of Directors, appoint the following principal and standing committees:

Service Committees

Community Service

Disability Service

Foundation Advisory

International Service

 Subcommittee: Peacebuilders

Vocational Service

Youth Service

Environment

Club Committees

Constitution

Finance/Audit

Friendship

Greeter

Invocation

Public Image/Social Media

Membership

 Membership Engagement Subcommittee

 New Members Subcommittee

Program

Strategic Planning

Section 2. Other Committees

(a) The President shall also, subject to the approval of the Board of Directors, appoint any other committee that the President may deem necessary on particular phases of Club activities.

(b) In addition to service and club committees, the Club may have fellowship groups, such as Bowling, Golf, Biking, etc.

Section 3. Board Liaison to Committees

The President, with the approval of the Board of Directors, shall appoint one member of the Board to serve as a liaison member with each committee.

Section 4. Committee Business

Each committee shall transact such business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take any final action until a report has been made to and approved by the Board.

Section 5. Principal and Standing Committees

Each principal and standing committee shall consist of at least a chair, a vice-chair and two (2) committee members.

ARTICLE VIII DUTIES OF COMMITTEES

Section 1. Service Committees

(a) Community Service. Members of this committee have an opportunity to participate in the review of grant requests from a broad section of our community. This committee meets 5-6 times per year to review and discuss grant requests and projects impacting our local community. Non-profits we have supported in the past include the Cherry Street Mission, Sunshine, Habitat for Humanity, Toledo Ballet, Little Sisters of the Poor, Toledo Area Humane Society and many more. This committee spearheads annual service projects such as Toys-for-Tots, Salvation Army bell-ringers, an annual blood drive, and a spring clean-up for Little Sisters of the Poor. Involvement with this committee offers hands-on opportunities that make a difference right here in our own community.

(b) Disability Service. Committee members have an opportunity to participate in the long history of our Club's focus and service of helping others maintain a relatively normal lifestyle, no matter what their ability. Our Club's long history with Glendale Feilbach elementary school and the Ability Center have created regularly promoted committee and club projects. Among them include a day at the Toledo Zoo and Fifth Third Field with students from Glendale Feilbach and a cook out at Camp Cricket. This committee manages all grant requests for any type of disability and meets 4-5 times per year. The Disability Service Committee studies the needs and challenges of the disabled community and recommends steps and procedures to provide solutions.

(c) Foundation Advisory (FAC). This committee plays a key role in administering and providing the final steps of due diligence in our grant making process. It serves as the platform to hear and review each grant request presented by each chair or vice chair of the service committees. Together, members decide and recommend which grants will move forward for final approval from the Club Board and Foundation Trustees. The FAC is comprised of each service committee chair, vice chair, a foundation trustee, and members at large. Overall it is not anticipated that this committee would consist of more than 20 members.

(d) International Service. This committee manages international grant requests and projects.

International Service adopted three rural villages in Honduras with a commitment to long-term development in this area from our Club and holds 4-5 meetings per year. Using worldwide Rotary resources, this committee involves every member in advancing International understanding, goodwill, and peace. International Service Committee is connected with Rotary district 6600 through MESA (Medical Equipment Supplies Abroad), water projects, and more. A subcommittee of this committee is Peacebuilders, who will be committed to engage in dialogues and projects that promote positive peace in their community and across the globe.

(e) Vocational Service. Members of this committee play an integral role in mentoring youth and adults in their respective vocations. Committee members focus on development of professions, trades, and education within the community's chosen vocations. Committee members will have an opportunity to review and manage grant requests for new and existing vocational programs; this committee has 4-5 meetings per year. Vocational Service will work closely with our Rotaract Club. Vocational Service provides an opportunity to showcase member career skills while participating in projects such as "JA in a Day" as well as other mentoring opportunities.

(f) Youth Service. Committee members have an opportunity to experience and manage multiple grant requests that impact the youth in our immediate area. Past Youth Service grant requests have come from Claire's Day, Toledo School for the Arts, Children and Youth Services, and others. This committee will manage grant requests during each of the grant cycles, participate in site visits, and make recommendations to their committee for projects they feel will have the greatest impact, meeting 4-6 times per year. The committee discovers the problems challenging young people, cooperates with existing social agencies, and establishes help with new organizations when needed.

(g) Environment. This service committee seeks to strengthen the conservation and protection of natural resources, advance ecological sustainability, and foster harmony between communities and the environment. Past efforts have included planting trees in Toledo Metroparks and working organizing the Lake Erie Water Conference. The committee considers and recommends area environment-related grant requests.

Section 2. Club Committees

(a) Constitution. This Club committee reviews and recommends to the Board of Directors any changes to the Club Constitution and By-Laws.

(b) Finance/Audit. This Club committee works directly with the President and Executive Director to develop a comprehensive annual budget for the Club. The committee also reviews the annual audit in September. The finance committee meets quarterly or as called upon to review the budget.

(c) Friendship. This Club committee communicates with members in times of illness. This committee also oversees informing the Club of the passing of past and current members.

(e) Greeter. This Club committee extends the hand of friendship in greeting members, visiting Rotarians, and other visitors arriving at meetings. New members have an automatic one (1) year membership on this committee.

(f) Invocation. This Club committee provides the invocation at regular and special club meetings. Members wishing to participate should contact the chairman.

(g) Public Image/Social Media. This Club committee recommends, reviews, and implements

activities regarding external communications and promotion. This encompasses creation and management of marketing campaigns, maintaining contacts with local media through periodic press releases regarding meetings and events of notable public interest, and maintaining internal connections with other Club functions and committees in support of membership recruitment, retention, and Club sustainability. This Club committee manages and implements the social media markets that include Facebook, Twitter, LinkedIn and YouTube in an effort to get the current news, events, and members of our Club to friends and members of the community.

(h) Membership. This committee has two subcommittees: Membership Engagement and New Members. Membership Engagement subcommittee engages members in activities outside of the regular Club meetings. These activities are always fun and focus on fellowship. This committee encourages members to regularly attend meetings and get involved in all facets of the Club. New Members subcommittee (a) identifies member prospects; (b) encourages current members to seek and propose new members, and (c) encourages the newest members of the Club to get involved. It sponsors and holds a new member fellowship orientation four (4) times a year to engage new members and provide information. The committee and its members will also determine, develop, and implement at least one committee service project during the fiscal year.

(i) Program. This Club committee prepares and arranges programs for all Club meetings. The Program committee meets quarterly to review submitted ideas and speakers and determine the viability of speakers. Members vote to approve or deny which speakers will become part of our Monday program meetings.

(j) Strategic Planning. The Club's strategic plan provides a road map for our Club into future years. Club members work together in the selection and implementation process surrounding a transformation project funded by our foundation. Members of this committee have the opportunity to participate in orchestrating and implementing the Club's initiatives as outlined in our long-range strategic plan.

ARTICLE IX COUNCIL OF PAST PRESIDENTS

Section 1. Organization

The Council of Past Presidents shall be composed of all Past Presidents of this Club. The President shall be an ex officio member of the Council. The immediate Past President available shall be Chair and the next most immediate Past President available shall be Vice-Chair.

Section 2. Duties

The Council shall act in an advisory capacity to the Board of Directors. The Council will review recommendations for Honorary Membership and forward its recommendations for such Honorary Membership to the Board. The Council will also review proposed amendments to the Constitution and By-Laws and make recommendations to the Board before such proposed amendments are submitted to the membership for a vote.

**ARTICLE X
LEAVE OF ABSENCE**

Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending meetings of the Club for a specified time, ordinarily not to exceed one year, and such leaves of absence are not ordinarily renewable. A leave of absence does not excuse a member from the obligation of paying dues.

**ARTICLE XI
FINANCES**

Section 1. Deposits

The Secretary/Treasurer or Executive Director shall deposit all funds of the Club in one or more financial institutions (where such deposits are insured) designated by the Board of Directors.

Section 2. Payments

All bills should be paid by the Secretary/Treasurer or Executive Director upon vouchers signed by any two (2) officers. However, the Club Board may authorize any one officer or the Executive Director to sign checks up to an amount specified by the Board.

Section 3. Bonding

Officers and employees having access to funds shall be bonded as may be required by the Board of Directors for the safe custody of the funds of the Club, with the cost of the bond to be paid by the Club.

Section 4. Calendar

The fiscal year of this Club shall extend from July 1 to June 30. The payment of per capita tax and magazine subscriptions to Rotary International shall be made on July 1 and January 1, as required by Rotary International.

Section 5. Budget

At the beginning of each fiscal year the Board of Directors shall adopt 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 ordered by subsequent action of the Board.

Section 6. Audit

A thorough audit by a certified public accountant shall be made periodically of all of the Club's financial transactions and funds. An internal review shall be conducted annually.

**ARTICLE XII
ELECTING MEMBERS**

Section 1. Membership

(a) All new member applicants shall be presented to the Board of Directors for approval, and shall be deemed approved unless explicitly rejected by a majority of the Board within thirty (30) days of presentation to the Board.

(b) If the proposed member has been approved, the Executive Director will assure that the proposed member has completed and submitted the necessary application form and paid the required entry fee.

(c) Upon receipt by the Executive Director of the completed application and the entry fee, the proposed member shall be considered elected to membership. The new member will then be billed for dues, prorated from the date the admission fee is received by the Club.

Section 2. Corporate Memberships

(a) At its sole discretion, the Board of Directors in consultation of the Council of Past Presidents may establish corporate memberships.

(b) A Corporate Membership shall be defined as provided in the Constitution.

**ARTICLE XIII
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 of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board. After consideration, the Board shall submit its recommendations to the Club. The Club may then proceed to take such action as the majority of members may deem proper.

**ARTICLE XIV
ORDER OF BUSINESS**

The order of business at all meetings shall be at the discretion of the presiding officer.

**ARTICLE XV
PARLIAMENTARY PROCEDURE**

Parliamentary procedure at all Club, Board and committee meetings shall be in accordance with Robert's Rules of Order.

ARTICLE XVI
AMENDMENTS

These By-Laws may be amended at any regular meeting where a quorum is present, by a two thirds ($\frac{2}{3}$) vote of all members present, provided that members shall be notified of such proposed amendment at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club Constitution.