

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



**Membership Approved**  
June 23, 2014

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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 terms of three (3) years. Such terms 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. After July 1, 2009, no Director shall be elected to more than one 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 line officers of this Club shall be the President, the President-Elect, the First and Second Vice-Presidents, 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. 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 appoint the President-Elect and/or Vice-Presidents to oversee and coordinate the work of the Membership/Classification and Membership Development Committees.

(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 Seminary (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.

(c) Vice-Presidents. (i) It shall be the duty of the First and Second Vice-Presidents 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 First Vice-President shall be the Chairperson of the Foundation Advisory Committee and shall attend the annual Rotary Large Club Conferences. (iii) The Vice-Presidents shall perform such other duties as may be assigned to them 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; the recording of attendance at meetings of the Club, Board and Committees; and the preparation and submission of preserve the minutes of such meetings, and 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 pertains 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.

(e) Executive Committee. The President, President-Elect, Vice-Presidents, 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 the President not so filled and any vacancy in the office of the First Vice-President may be filled by the Board from among the other Vice-Presidents. In the event that the President-Elect or one of the Vice-Presidents is unable to so serve for any reason, the Board shall fill the vacancy as it determines appropriate. In the event a vacancy occurs in the office of the Second Vice-President, the vacancy shall be filled by a special election of the membership.

## **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 position and each office 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 vote for not more than three (3) Directors, or cast one (1) vote for each of the existing Board positions to be filled. Members absent from the annual meeting shall be permitted to vote by mail. The three (3) nominees receiving the highest number of votes shall be deemed elected and shall hold office for three (3) years or until their successors have been elected and qualified.

## **Section 4. Election of Officers**

(a) The Club members shall elect the Second Vice-President, who will automatically be elevated to the office of First Vice-President at the first meeting in July following the next annual meeting, and then elevated to the office of President-Elect in the same fashion the next year thereafter, and then President 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 Second 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 third ( $\frac{1}{3}$ ) 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.

**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 Second 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**

Community Service  
Disability Service  
Foundation Advisory  
International Service  
Vocational Service  
Youth Service

**Club**

Constitution  
Finance/Audit  
Friendship  
Greeters  
Invocation  
Marketing/Communications  
Membership Engage and Retain  
Membership Development  
Mentor  
New Member  
Program  
Social Media  
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, including Biking, Motorcycling, and Running/Walking.

**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. The committee also works directly with our recently established Rotaract Club. International Service Committee is connected with Rotary district 6600 through MESA (Medical Equipment Supplies Abroad), water projects, and more.

(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 during 2014-15. 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.

## **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.

(d) Greeter. This Club committee extends the hand of friendship in greeting members, visiting Rotarians, and other visitors arriving at meetings.

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

(f) Marketing/Communications. 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.

(g) Membership Engage and Retain. This Club committee 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.

(h) Membership Development. This Club committee encourages current members to seek and propose new members. This committee investigates and recommends the opening of classifications; speedily considers all proposals from the personal side, investigates thoroughly the character of the person proposed, evaluates business and community standing eligibility, reviews when necessary, existing classifications and counsels the Board of Directors on all classification issues.

(i) Mentor. Club members serve as mentors to new members during a 6 week period. Mentors introduce and integrate new members to the Club, making every effort to help them feel welcome as a member of the finest Club in the world! Mentors guide members to actively participate in committees, service projects, fellowship opportunities, and special events. Mentors assist in a six-step process leading to the removal of the new member red sticker--a great way to give back!

(j) New Member. This Club committee encourages the newest members of the Club to get involved. It sponsors and holds a new member fellowship orientation twice 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.

(k) 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.

(l) Social Media. 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.

(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 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 upon vouchers signed by any two (2) officers. However, the Club Board may authorize any one officer or a Club executive 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 at least annually of all of the Club's financial transactions and funds.

## **ARTICLE XII** **ELECTING MEMBERS**

### **Section 1. Membership**

(a) No membership proposal will be considered unless the classification has already been declared open by the Board of Directors.

(b) If the classification has been declared open by the Board of Directors, a membership proposal card should be filled out by a member in good standing, seconded by another member, and presented to the Secretary/Treasurer.

(c) Such proposal shall then be referred to the Membership/Classification Committee for investigation and recommendation.

(d) After making a complete investigation, the Membership/Classification Committee shall then proceed to vote. The Committee shall report its action to the Board of Directors.

(e) The Board of Directors shall then review the action of the Membership/Classification Committee and sustain or reject its recommendation or refer the proposal back to the Committee for further consideration and action.

(f) If the Membership/Classification Committee reports favorably upon the name of the newly proposed member and the Board of Directors has sustained the action, the Secretary/Treasurer shall notify the Club by publication, giving the name of the proposed member, the organization represented, and the classification under which the candidate seeks membership. A ten (10) day period shall then be allowed during which any member objecting to the proposed membership shall notify the Board of Directors in writing, stating reasons for the objection. If no objection is received during such period, the proposed member shall be considered approved.

(g) If any objections have been filed, the Board shall consider such objections at any regular or special meeting and proceed to cast ballots on the application. If at least two-thirds ( $\frac{2}{3}$ ) of the Board votes for approval, the proposed member shall be considered approved.

(h) The proposer shall then be notified by the Secretary/Treasurer of the proposed member's acceptance or rejection.

(i) If the proposed member has been approved, the proposer or seconder shall then bring the proposed member to a Prospective Member Information Meeting where the privileges and obligations of Rotary membership will be outlined, following which the proposed member shall be given the privilege of applying for Rotary membership.

(j) If the proposed member then elects to apply for membership, he or she shall fill out and sign an application form. Upon receipt by the Secretary/Treasurer of the completed application and the admission fee, the proposed member shall be considered elected to membership. The new member will then be billed for the current half year dues, prorated from the date the admission fee is received by the Club.

(k) If the Membership/Classification Committee's adverse report is sustained by the Board of Directors, the proposer shall be notified of such action by the Secretary/Treasurer.

## **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 provide an opportunity for a company to have one executive member and one "active" corporate member. In order for a company to qualify for a corporate membership it must serve as a preeminent, worthy, and recognized business or professional firm in the community as determined by the Board of Directors, and shall have annual revenues in excess of \$100 million dollars.

(c) The executive member shall be a senior level, locally-based executive engaged in the company as an executive officer, corporate officer, or manager, who shall enjoy all of the rights and responsibilities of a regular member except meeting the attendance or participation requirements. The executive member shall select the candidate to fill the corporate active membership subject to the candidate satisfying the club membership criteria. The corporate

active member shall enjoy all of the rights and responsibilities of member. Such corporate active membership shall remain with the corporation should its members leave the corporation.

### **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 XLV** **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.