

**BYLAWS OF THE
ROTARY CLUB OF LAFAYETTE, INDIANA, INCORPORATED**

**ARTICLE 1
DEFINITIONS**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-third of the Club membership; 50% of the directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

**ARTICLE 2
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the Rotary Club of Lafayette, Indiana, Inc. shall be in the State of Indiana.

Section 2. Registered Office and Agent. The Corporation (hereinafter also referred to as "the Club") shall have and continuously maintain a registered office and a registered agent in the State of Indiana as required by the State of Indiana Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE 3
PURPOSES**

This corporation shall be a non-profit corporation. Its purposes shall be charitable and benevolent, to encourage, promote, and extend the mission of Rotary International, and to maintain the Club as a part of Rotary International. Insofar as the provisions of the law of the State of Indiana under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

**ARTICLE 4
MEMBERSHIP**

Section 1. Classes and Qualifications. The classes, qualifications, terms, and other conditions of membership shall be as outlined in the Club Constitution.

Section 2. Voting Rights. Only individual members in good standing shall have the right to vote at meetings of the members on those items specified in Section 3 (below), as well as to vote on such other issues as the Board may choose to bring before the members.

Section 3. Membership Meetings. Annual Meeting. An annual meeting of the members shall be held during the month of December, at such time and place as shall be determined by the Board of Directors in conformance with the Club Constitution, for the purposes of electing directors and officers and for the transaction of such other business as may come before the meeting. During the annual meeting, members eligible to vote shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, approval of any amendments to the Bylaws that may be proposed by the Board, and other matters referred to the membership by the Board. Voting on all other matters is expressly reserved for the Board of Directors. Special meetings of the members may be called by the President or upon the request of five percent of the members eligible to vote.

Members shall receive not less than ten days prior written notice of annual and special meetings. Notice shall be given in the manner specified in Section 2 of Article 11 of these bylaws, and the notice shall state the purposes of the special meeting.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of one-third of the members eligible to vote. Except as may be otherwise noted in these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. Removal. Any member may be removed from membership as outlined in the Club Constitution.

Section 6. Fees and Dues. Members shall pay an admission fee and annual dues, as determined by RI and the Board of Directors, before the applicant can qualify as a member. Membership dues shall consist of RI *per capita* dues, subscription fees to *the Rotarian*, district *per capita* dues, Club annual dues, and any other Rotary or District *per capita* assessment.

Section 7. Leave of Absence. Upon written application to the board setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

Section 8. Method of Electing Members. The method of electing members shall be determined by written policy of the Board of Directors.

ARTICLE 5

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors of the Corporation shall be composed of no fewer than seven and no greater than fifteen members of this Corporation. Absent mitigating circumstances as determined by the Board, the number of Directors shall be 11.

- a. The President, the immediate Past President, the President-Elect, the Vice President, the Secretary, and the Treasurer shall serve as Directors *ex-officio*.
- b. The remaining directors shall be elected by the members of the corporation from among its members in good standing. Terms of directors shall be staggered. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. Directors shall be elected to serve for a term of three years by the voting members at the annual meeting of the members. Each Director shall hold office until his or her successor shall have been elected and qualified. Directors shall serve no more than two consecutive three-year terms. A nominating committee appointed by the Board shall develop a slate of candidates for election. The Board shall ensure that a procedure is in place to solicit suggested nominees from the members. If the number of nominees exceeds the number of positions to be filled, the candidates who receive the most votes shall be declared elected. Terms shall commence the following July 1.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from office, with or without cause, by a two-thirds vote of the voting members, a quorum of which must be present in person, at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. Regular meetings of the board shall be held at least bi-monthly at such time, day, and place as shall be determined by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten days previous to the meeting and in the manner set forth in Section 2 of Article 11. The purpose for which a special meeting is called shall be stated in the notice.

Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. Fifty percent of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted during meetings of the Board of Directors.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by at least one written consent: (1) describing the action taken; (2) signed by each director; and (3) included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE 6

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of the President, the Immediate Past President, the President-Elect, the Vice President, the Secretary, and the Treasurer. The offices of President and Secretary shall not be held by the same person.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the voting members at the annual meeting of the members, using the nominating procedures outlined in Article 5, Section 3 of these Bylaws. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. If more than one candidate is nominated for a given office, the candidate who receives a majority of the votes for that office shall be declared elected to that office.

Section 3. Term of Office. The officers of the Corporation shall hold office for one year or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from office, with or without cause, by a two-thirds vote of the voting members, a quorum of which must be present in person, at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Duties of Officers. In addition to other duties that may from time-to-time be assigned by the Board, officers shall have the following duties:

- a. President. The President shall preside at Club and Board meetings and shall give active direction to the business and affairs of the Corporation. He or she may sign contracts or other instruments that the Board of Directors have authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.
- b. President-Elect. The President-Elect shall prepare for his or her year in office as President.
- c. Vice President. The Vice President shall preside at Club and Board meetings in the absence of the President.
- d. Secretary. The Secretary (also known as the "Club Secretary") shall in general perform

the duties incident to the office of a Rotary club secretary, including preparing the minutes of the meetings of the membership and the Board of Directors, authenticating records of the corporation, seeing that all notices are duly given in accordance with the provisions of these Bylaws, and ensuring that corporate records are appropriately kept.

- e. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure that moneys due and payable to the Corporation are properly received and acknowledged by receipt and that such moneys are deposited in the name of the Corporation in appropriate banks. The Treasurer shall also in general perform all the duties incident to the office of Treasurer

Section 8. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE 7

MEETINGS

Weekly Meetings. The regular weekly meetings of this club are held on Tuesday at noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all members.

ARTICLE 8

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority specified in said resolution. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee chaired by the President. The authority and additional membership of said committee shall be as set forth in a resolution of the Board.

Section 3. Other Committees. The Board of Directors may create such other committees as they shall deem appropriate. Such committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Procedures for appointing committee members shall be determined by the Board of Directors.

Section 4. Term of Office. Terms of office for committee members shall be determined by the Board of Directors.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the President.

Section 6. Rules. Each committee may adopt rules for its meetings consistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE 9

FINANCES

Section 1. Prior to each fiscal year, the Board shall approve an annual budget of estimated income and expenditures.

Section 2. Funds shall be deposited in financial institution(s) approved by the Board. Funds for Club operations and Club service projects shall be accounted for separately and deposited into separate accounts if so directed by the Board.

Section 3. The Board shall ensure that appropriate procedures are in place for the payment of bills and protection of assets.

Section 4. A financial report consisting of a balance sheet and an income statement shall be provided to Club members annually.

Section 5. The Board of Directors shall ensure that a review is conducted, at least annually, of all financial transactions of the Club.

Section 6. Assistant Treasurer. The Board of Directors shall appoint an Assistant Treasurer who shall perform the duties of the Treasurer in the absence or disability of the Treasurer and shall perform other duties which may from time-to-time be assigned by the Board of Directors.

ARTICLE 10

RESOLUTIONS

Any resolutions or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. Resolutions or motions offered at a Club meeting without prior approval by the Board shall be sent to the Board without discussion.

ARTICLE 11

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given (1) in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation, or (2) by electronic means capable of verification. Such notice shall be deemed to have been given when deposited in the mail or the delivery service or when electronically transmitted.

Section 3. Avenues of Service. The Avenues of Service of this Club shall be determined by the Board of Directors.

ARTICLE 12

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE 13

AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted at any meeting of the members, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony

with the Standard Rotary Club Constitution and with the Constitution and Bylaws of Rotary International.

Adopted by the membership of the Rotary Club of Lafayette, Indiana, Inc. on February 25, 2014

Jane Turner, Club Secretary