

# **ROTARY CLUB OF INDIANAPOLIS CONSTITUTION**

## **Article 1.**

### **Name**

The name of this organization shall be Rotary Club of Indianapolis, Inc. (Member of Rotary International.)

## **Article II.**

### **Territorial Limits**

The territorial limits of this organization shall be Marion County, Indiana, excepting the area bounded on the west by the midline of Keystone Avenue and bounded on the north by the Marion County-Hamilton County line and bounded on the east by the Marion County-Hancock County line and bounded on the south by the midline of East 56th Street; and excepting the area bounded on the west by the Marion County-Hendricks County line and bounded on the north by the midline of West 16th Street and bounded on the east by the midline of Lynhurst Avenue and bounded on the south by the Marion County-Johnson County line; and excepting the area bounded on the west by the midline of Shadeland Avenue and bounded on the north by the midline of 30th Street and bounded on the east by the Marion County-Hancock County line and bounded on the south by the Marion County-Johnson County line. Any clubs formed in the exceptions described above shall draw their membership primarily from the persons who live or work in the described area; the Rotary Club of Indianapolis may continue to include in its membership and to recruit members who live or work in the above described areas (Amended May 16, 1989).

## **Article III.**

### **Object**

The object of Rotary 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 by each Rotarian of his occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his 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 IV. Meetings**

**Sec. 1.** This club shall hold a regular meeting once each week on the day and at the time provided in its by-laws.

In an emergency or for good cause, the board of directors of this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

If a regular meeting falls on a legal holiday or in case of the death of the club president, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting. The board of directors of this club, at its discretion, may cancel not more than two regular meetings in any one Rotary year for causes not otherwise specified herein.

**Sec. 2.** An annual meeting for the election of officers of this club shall be held no later than the thirty-first day of December in each year as provided in the by-laws of this club. **VARIANCE**

## **Article V Membership**

**Sec. 1. General Qualifications.** This club shall be composed of adult persons of good character and good business or professional reputation.

**Sec. 2. Kinds.** This Rotary club shall have four kinds of membership, namely: active, senior active, past service, and honorary. **VARIANCE**

(1) engaged as proprietor, partner, corporate officer or manager of any worthy, recognized business or profession;

or

(2) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession;

or

(3) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity;

and

personally and actively engaged in the business or profession in which he is to be classified in the club and having his place of business or residence located within the territorial limits of this club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

There shall not be more than one active member in each classification of business or profession excepting the religion, news media and diplomatic classifications, and excepting the provision for additional active members as provided in Section 4 of this article.

**Sec. 4. Additional Active Member.** (a) Any active member of this club may propose for and the club may elect to active membership one additional person who is actively engaged in the same classification of business or profession as that of the proposer, whose classification shall be the same as that of the proposer. The qualifications of such additional active member shall be the same as set forth in Sections 1 and 3 of this Article for active membership. Such

additional active member is in all respects an active member except that he may not propose an additional active member under this paragraph.

(b) This club may, subject to the approval of the holder of the classification, also elect to active member-

ship an additional person who is a former active member of another Rotary club and who is actively engaged at a place of business, or who resides, within the territorial limits of the club and who is otherwise qualified for membership provided:

(1) that there shall, in no case, be more than one additional active member elected under this paragraph of this section in respect of any one classification, and

(2) that any member so elected shall have terminated membership of his former club only because he ceased to be actively engaged within the territorial limits of that club in the classification of business or profession under which he was classified in that club, and

(3) that, although such additional active member is in all respects an active member, he shall have no right to propose an additional active member under Section 4(a) hereof.

(c) In the event of the termination of active membership of the holder of the classification or in the event that he becomes a senior active member or for any other reason he ceases to be the holder of the classification, the membership of the additional active member or members elected under Section 4(a) and (b) shall be dealt with as follows: **VARIANCE**

(1) If there is only one such additional active member, that member shall automatically become an active member and the holder of the classification.

(2) If there are two additional active members, then the club shall elect one of the additional active members to be the active member and the hold of the classification.

(3) Upon the election to active membership of one of the additional active members as prescribed in (2) above, the status of the other additional active member shall remain unchanged.

**Sec. 5. Senior Active Membership.** (a) Any active member of this club or past service member whose combined active and past service membership in one or more clubs conforms with the service requirements as hereinafter set forth, **VARIANCE**

(1) who has been a member of one or more clubs for a total of fifteen or more years,

or

(2) who is of the age of sixty or more after having been a member of one or more clubs for a total of ten or more year,

or

(3) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years,

or

(4) who is a present or a past officer of Rotary International shall automatically and forthwith become a senior active member.

(b) this club may elect to senior active membership any former member of any club who was a senior active member or was eligible to become a senior active member at the time he ceased to be a member of a club.

(c) A senior active member shall have all the rights, privileges and responsibilities of an active member, except that

(1) he shall not be considered as representing any business or professional classification; and

(2) he shall not have the right to propose an additional active member under Section 4(a) hereof.

This club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be engaged.

**Sec. 6 Past Service. (a)** A former active member of a club, whose active membership was terminated.

**Sec. 6 Past Service. (a)** A person who has retired from active business or professional life but who is otherwise qualified for Rotary club membership under article V, section 3 of the constitution of this club, including having held a qualifying position level, may be elected a past service member.

**(b)** An active member who, through no fault of his own, would otherwise lose his classification may, by action of the board of directors of this club, be elected to past service membership.

**(c)** A past service member shall have all the rights, privileges and responsibilities of an active member except that he shall not be considered as representing any business or professional classification nor may he become a senior active member (except as provided in Section 5(a) of this Article); nor shall he have the right to propose an additional active member under Section 4(a) hereof.

**Sec. 7. Dual Membership.** No person shall simultaneously hold active, senior active, or past service membership in this and another club. No person shall simultaneously hold active, senior active or past service membership and honorary membership in this club.

**Sec. 8 Honorary Membership.** A person who has distinguished himself by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this club.

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of this club is entitled to any rights or privileges in any other club.

**Sec. 9. Religion, News Media and Diplomatic Service.** Representatives of more than one religious denomination, representatives of more than one newspaper and/or other news media and diplomatic representatives of more than one government may be eligible to active membership under such classifications as set forth in this constitution.

**Sec. 10 Public Office.** Persons elected or appointed to public office for a specified time only shall not be eligible to active membership in this club under the classifications of such office. This shall not apply to persons holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

An active member in this club who is elected or appointed to public office for a specified period may during the period in which he holds such office continue as such active member in the club under the classification represented by him in the club immediately prior to such election or appointment.

**Sec. 11. Rotary International Employment.** This club may retain in its membership any member thereof who enters the employment of Rotary International, so long as he remains in such employment.

**Article VI.**  
**Classifications**

**Sec. 1. Classifications.** (a) Each active member of this club shall be classified in accordance with his business or profession.

(b) The classification of each active member of this club shall be that which covers the principal and recognized activity of the firm, company or institution with which he is connected or that which covers his principal and recognized business or professional activity.

(c) **How corrected.** The board, in its discretion, may correct or adjust the classification of any member, whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and he shall be allowed a hearing thereon.

**Sec. 2. Limitations.** The active membership shall consist of but one person from each classification of business or profession, excepting the religion, news media, and diplomatic services classifications, which may have more than one person in each such classification, and excepting the provision for additional active members.

**Article VII.**  
**Attendance**

**Sec. 1.** Every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if he is present for at least 60% of the time devoted for the regular meeting or makes up for his absence in any of the following ways:

**VARIANCE**

(a) If at any time within 14 days before or after the usual time for that meeting

(i) he attends at least 60% of the time devoted for the regular meeting of another club or a provisional club, or

(ii) by direction of this club, he attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or a provisional Rotaract or Interact club or Rotary Village Corps, or

(iii) he attends a Convention of Rotary International, a Council on Legislation, an International Assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute for past, present, and incoming officers of Rotary International, convened with the approval of the Board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs.

(iv) he presents himself at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at that time and place;

(b) If, at the time of such meeting he is

(i) traveling with reasonable directness to or from one of the meetings mentioned in paragraph (a)(iii) of this section, or

(ii) on Rotary business serving as an officer or committeeman of Rotary International

(iii) on Rotary business serving as the special representative of his District Governor in the formation of a new club, or

(iv) on Rotary business in the employ of Rotary International, or

(v) directly and actively engaged in a district sponsored or a Rotary International or Rotary Foundation sponsored service project in a remote area where the opportunity for making up his attendance is completely impossible.

**Sec. 2. Notice of make-up.** In the cases set out in paragraphs (a)(ii); (a)(iii);(b) of Section 1 of this Article, the member shall only be counted as being in attendance if he personally gives notice of the fact to the club. In the cases set out in paragraphs (a)(i) and (iv), such notice may be given by the member personally or by the secretary of the club visited.

**Sec. 3. Exemptions.** A member's absence shall be excused if

(a) his absence is caused by protracted ill health or impairment or by a stay of more than two weeks in a country in which Rotary clubs do not exist so that he is physically unable to attend a regular meeting and the board approved his absence in which case his absence shall not be computed in the club's attendance record.

In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting his journey or, if that is impossible, in writing from that country. Before approving such absence, the board shall satisfy itself that the journey will prevent the member from making up his absence in accordance with Section 1(a) of this article, or **VARIANCE**

(b) he is a senior active member and

(i) has been a member of one or more clubs for an aggregate of twenty years or more and has reached the age of 65 years,

(ii) has been a member of one or more clubs for an aggregate of fifteen years or more and has reached the ag of 70 years,

and

he has notified the club secretary in writing of his desire to be excused from attendance. In this case, if approved by the board, such member's absences shall not be computed in the club's attendance records, but if he so desires, his attendance may be so computed.

## **Article VIII.**

### **Directors and Officers**

**Sec. 1.** The governing body of this club shall be a board of directors to be constituted as the by-laws of the club may provide.

**Sec. 2.** Except as herein otherwise specifically provided the decision of the board in all club matters shall be final, subject only to an appeal to the club. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the board to the club. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five (5) days previous to such meeting.

**Sec. 3.** The officers of this club shall be a president, a president-elect, one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, any or all of whom may or may not be members of the board as the by-laws of the club shall provide. **VARIANCE**

**Sec. 4.** Each officer shall be elected as provided in the by-laws of the club and, except as may

otherwise be provided in relation to the president, shall take office on the first day of July immediately following his election and shall serve for the period of his election or until his successor shall have been elected and qualified.

The president shall be elected, as the by-laws of the club may provide, within the period of not more than two years but not less than eighteen months prior to the day on which he shall take office as president. He shall be a director of the board and shall serve as president-elect for the year immediately preceding the year in which he has to serve as president. The president shall take office on the first day of July in the Rotary year for which he is elected to serve as president and shall serve for the period of his election or until his successor shall have been elected and qualified.

Each officer and each director shall be an active (including additional active), senior active, or a past service member in good standing of this club. For a better understanding of the duties and responsibilities of club president, the president-elect should attend the district presidents-elect training seminar and the district assembly. If for good reason he cannot attend the district assembly, he should send a designated representative from the club whose duty it will be to report back to him.

## **Article IX.**

### **Admission Fees and Dues**

**Sec. 1.** Every active, senior active, and past service member of this club shall pay as an admission fee and as annual dues such sums as may be prescribed in the by-laws of this club except that a senior active or past service member who has held active membership in this club shall not be required to pay a second admission fee.

## **Article X.**

### **Duration of Membership**

**Sec. 1. Period.** Membership shall continue during the existence of the club unless terminated as herein-after provided.

**Sec. 2. How Terminated.** (a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership, except that (1) an active member who, through no fault of his own, would otherwise lose his classification may, by action of the board of directors of this club, be elected to past service membership; or (2) an active member moving from the territorial limits of the club, may be given special leave of absence for a period not exceeding one year to enable him to visit and become known to a Rotary club in the community to which he moves, providing he is still active in the same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership; or (3) an active member who would be losing his classification without default on his part may retain his classification and be given special leave of absence for a period not exceeding one year to enable him to obtain new employment in his classification or in a new classification providing he continues to comply with the attendance and all other conditions of Rotary membership. The termination of his membership would take effect only at the end of the period of leave granted to him. **VARIANCE**

(b) When a past service member reenters active business or professional life his membership automatically becomes active membership if the classification is vacant. If the classification is

not vacant, he continues as a past service member.

(c) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

## **VARIANCE**

**Sec. 3. How to Rejoin.** When the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, he shall not be required to pay a second admission fee.

**Sec. 4. Termination--Non-payment of Dues.** Any member failing to pay his dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at his last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the board, may be reinstated to membership upon his petition, and upon the payment of all his indebtedness to the club, provided that no former member can be reinstated to active membership if his former classification has been filled.

**Sec. 5. Termination--Non-attendance.** The membership of any member other than an honorary member of this club shall automatically terminate if without the consent of the board for good and sufficient reason, he fails:

(a) to attend or make up for consecutive regular meetings, or

(b) to attend or make up at least sixty percent of the regular meetings in the first or second six months of the fiscal year, or

(c) to attend at least thirty percent of the regular meetings of this club in the first or second six months of the fiscal year. **VARIANCE**

**Sec. 6. Termination for Other Causes.** (a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(b) The membership of any member may be terminated by the board, for a reason which the board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(c) In either case (a) or (b) the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the board a written answer. He shall also have the privilege of appearing before the board to state his case. Service of such notice shall be made by personal delivery or by registered letter to his last known address.

(d) In case of a decision to terminate membership the secretary shall, within seven days after the date of the board's decision, notify the member in writing of the decision of the board. Such member may within fourteen days after the date of such notice, give written notice to the secretary of his intention either to appeal to the club or to arbitrate as provided in Article XIV of this constitution. In the event he appeals, the board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days' notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.

(e) When the board has terminated the membership of an active member as provided for in this Section, the club shall not elect a new member under his former classification until the time for



hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.

(f) The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

**Sec. 7. Resignation.** The resignation of any member from the club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the club has been paid.

**Sec. 8. Property Interest--Forfeiture of.** Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

## **Article XI.**

### **Community, National and International Affairs**

**Sec. 1.** The general welfare of the community, the nation, and the world is a concern to the members of this club, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members in forming their individual opinion. However, this club shall not express an opinion on any pending controversial public measure.

**Sec. 2.** This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

**Sec. 3. (a)** This club shall neither adopt nor circulate resolutions or views, nor take corporate action, dealing with world affairs or international policies of a political nature.

**(b)** This club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

## **Article XII.**

### **Rotary Magazines**

**Sec. 1.** Unless this club is excused by the Board of Directors of Rotary International from complying with the provisions of this article in accordance with the By-Laws of Rotary International, every active, senior active, or past service member of this club, by acceptance of such membership, voluntarily subscribes to the official magazine or to the approved regional magazine prescribed for this club by the Board of Directors of Rotary International. His subscription shall be handled in six (6) month periods and shall continue as long as he is a member of the club.

**Sec. 2.** The amount of the subscription shall be collected by the club from each member semi-annually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publication as may be determined by the Board of Directors of Rotary International.

**Article XIII.**  
**Acceptance of Object and Compliance with**  
**Constitution and By-laws**

A member, by payment of his admission fee and dues, thereby accepts the principles of Rotary as expressed in its Object and submits himself to and agrees to comply with and be bound by the constitution and by-laws of this club, and on these conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and by-laws on the plea that he has not received a copy of them.

**Article XIV.**  
**Arbitration**

Should any dispute arise between any member or members, or a former member or members, and the club, or any officer or the board of the club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

**Article XV.**  
**By-laws**

This club shall adopt by-laws not inconsistent with the Constitution and By-laws of Rotary International (and the rules of procedure for an area administration where established) and with this constitution, embodying additional provisions for the government of this club. Such by-laws may be amended from time to time as therein provided.

**Article XVI.**  
**Interpretation**

Throughout this constitution, pronouns of the masculine gender shall include the feminine.

**Article XVII.**  
**Amendments**

**Sec. 1. Time.** Except as provided in Section 4 of this Article this constitution may be amended only by the Council on Legislation or by the convention of Rotary International in the same manner as is established in the By-laws of Rotary International for the amendment of its By-laws.

**Sec. 2. Who May Propose.** Amendments to this constitution, except as provided in Section 4

of this Article, may be proposed only by a club, by a district conference, by the general council or the conference of Rotary International in Great Britain and Ireland, by the Council on Legislation, or by the Board of Directors of Rotary International.

**Sec. 3. Procedure.** Any proposal to amend this constitution shall be delivered to the General Secretary of Rotary International not later than the first day of May in the Rotary year preceding that in which the Council on Legislation is to meet.

The General Secretary of Rotary International shall mail a copy of all duly proposed amendments to all members of the Council on Legislation and to the secretary of each club not later than one hundred twenty (120) days prior to the date the Council shall be convened.

The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly proffered amendment thereof.

**Sec. 4.** Article I (Name) and Article II (Territorial Limits) of this constitution may be amended at any regular meeting of this club a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the Board of Directors of Rotary International for its approval and shall become effective only when so approved. In the event of reconsideration of a decision not to relinquish or share territory for the organization of an additional club, as directed by the district governor or Board of Directors of R.I., as provided in Article I, Section 1(f) of the By-laws of Rotary International a two-thirds vote is required to sustain the previous negative decision. **VARIANCE**

**Rotary Club of Indianapolis  
Variances From And Addendum To:  
The Standard Club Constitution**

- 1. Article IV, Section 2** -- Election of officers of the Rotary Club of Indianapolis will be by the Board of Directors as per the Club By-Laws Article II, Section 1(b).
  
- 2. Article V, Section 2** -- The Rotary Club of Indianapolis has six kinds of membership including additional active and past active, the latter of which is qualified as follows: "**Past Active Membership** Any member who has been a member of this Club for ten (10) continuous years and who experiences a personal misfortune and can no longer attend meetings or actively participate in Club functions can be designated a past active member. There are no minimum age requirements for this classification and attendance requirements are waived. Dues requirements are as set out in the Club by-laws. An individual becomes a past active member in accordance with the Club By-law provisions. Past active members are entitled to full privileges of the Club including voting rights."
  
- 3. Article V, Section 4C** -- In The Rotary Club of Indianapolis, the membership of an additional active member automatically terminates upon termination of the active member as per Club By-Laws Article XIV, Section 1 (d).
  
- 4. Article V, Section 5** -- Senior Active status in the Rotary Club of Indianapolis is not automatic when a member meets the qualifications for such status. It is optional with the member who initiates the process "by notifying the Secretary in writing" as per Club By-Laws, Article XIII, Section 4.
  
- 5. Article VII, Sections 1 and 1 (a) (i)** -- For attendance purposes, the Rotary Club of Indianapolis does not require that a member "be present for at least sixty percent of the time devoted for the regular meeting."
  
- 6. Article VII, Section 3(b)** -- The Rotary Club of Indianapolis may excuse less than 60% attendance of any member including senior active under the broad provisions of Club By-Laws, Article XIV, Section 4.
  
- 7. Article VIII, Section 4** -- The President of the Rotary Club of Indianapolis is not required to be a Director but is an ex-officio member of the Board of Directors as per Club By-Laws Article I, Section 1.
  
- 8. Article X, Section 2(c)** -- An honorary member of the Rotary Club of Indianapolis is elected for life and not year to year as per the Club By-Laws Article XIV, Section 5.
  
- 9. Article X, Section 2** -- A past active member of the Rotary Club of Indianapolis is elected for life as per Club By-Laws Article XIV, Section 7.

**10. Article X, Section 2 --** The membership of an additional active member of the Rotary Club of Indianapolis shall automatically terminate upon the termination of the membership of the active member under which the additional active held classification as per the Club By-Laws, Article XIV, Section (1)(d).

**11. Article X, Section 2 --** Membership in the Rotary Club of Indianapolis will terminate if the member becomes a member of another similar service club as per Club By-Laws, Article XIV, Section 6.

**12. Article X, Section 5 --** The Rotary Club of Indianapolis does not require that members "attend thirty percent of the regular meetings of this club in the first or second six months of the fiscal year" nor does the membership of a member "automatically terminate" if the member misses four or more consecutive meetings or attends less than 60% in a six months period. Termination is at the discretion of the Board as per Club By-Laws, Article XIV, Section 4.

**13. Article XVII --** The Rotary Club of Indianapolis does not adopt Article XVII of the standard club constitution. The amendment provision of the Rotary Club of Indianapolis has been and remains as follows:

"This Constitution may be amended at any regular meeting, a quorum being present, by a two thirds vote of all members present, providing that such proposed amendment shall have been mailed to each member at least ten days before such meeting."

# ROTARY CLUB OF INDIANAPOLIS

## BY-LAWS

### Article I

#### Officers and Directors

**Section 1** -- The officers of this club shall be a President, President-Elect, Vice-President, Secretary, Treasurer, and the Sergeant-at-Arms, the Board of Directors, "Board", shall consist of fifteen (15) members of the Club, to be elected as hereinafter provided and of such ex-officio members as are provided for herein.

The elective officers, who are not elected Directors, shall become ex-officio members of the Board during tenure of office, with the right to vote. The immediate Past President shall be an ex-officio member of the Board with the right to vote for the year following his term in office.

### Article II

#### Election of Directors and Officers

**Section 1 (a)** -- Directors shall be elected by ballot on the day of the annual meeting of the members, which shall be held on the second Tuesday of March each year. Voting hours shall coincide with the normal morning hours that the Rotary office is open and close at 2 p.m. A member who cannot attend on election day shall have the right, upon written request within fourteen days prior to election day, to vote by absentee ballot. Said ballot must be returned to the Rotary office by 2 p.m. of election day. Eight Directors will be elected in odd numbered years and seven Directors will be elected in even numbered years. Directors are elected for a term of two years and shall hold office until the adjournment of the annual meeting at which their respective terms expire, and/or until their successors are elected and qualified.

**Section 1 (b)** -- Officers shall be elected by the Board of Directors at the regular Board meeting held in the month of December each year. A majority of the board members, whether present in person or by proxy, shall constitute a quorum at the December meeting. Members of the Board of Directors who cannot be present at the meeting for election of officers may designate, in writing, another Board member as proxy for the absent member. Any such proxy shall be general and absolute and shall allow the holder of the proxy to vote solely as the holder may elect. A proxy may only be given by an absent member for the purpose of election of officers.

All votes upon the election of officers shall be by secret ballot. A majority vote of the members of the Board of Directors present in person and by proxy shall be necessary for election to any office. If a candidate for office does not obtain a majority of the vote on the first ballot, a second ballot will be taken. If there are more than two candidates for the office being voted on, the one with the lowest number of votes will be eliminated after each ballot until there are just two candidates running for the office. If a majority vote is not obtained after the second ballot, successive ballots will be taken until a majority vote is obtained. The officers of the Club so elected shall take office as of July 1st of the following year. Such elected officers shall be installed at the regular club meeting held on the last Tuesday of June or the first Tuesday of July each year. If these dates are not possible a date close thereto and approved by the Board will be selected for installation ceremonies. All officers shall hold office for a term of one year and until their successors are elected and qualified.

Candidates for club officers will be placed before the Board by a nominating committee

consisting of the most recent living five past presidents and chaired by the most recent living past president. Such committee will present its nominations to the Board at the regular Board meeting in November each year. The committee will have determined that persons being nominated agree to accept the office if elected.

**Section 2** -- Whenever any vacancy shall occur in any office, except that of President and President-Elect or in the Board of Directors, such vacancy shall be filled at the next regular meeting of the Board by a majority vote of those present and such new officer or director shall hold office during the unexpired term of his predecessor and until his successor is elected and qualified. In the event of a vacancy in the office of President, the President-Elect shall succeed in office and in the event of a vacancy in the office of President-Elect, the Vice-President shall be advanced to that office and the vacancy thus created be filled by the Board of Directors.

**Section 3** -- The President annually shall appoint subject to the approval of the Board of Directors, an Election Board consisting of five members no one of whom shall be an officer or Director. It shall be the duty of such Board to have charge of and conduct all elections of Directors as provided in Sections 1 and 4 of this Article. Should any member of the Election Board become a nominee for Director, he shall be automatically dropped from the Election Board and the President shall fill any such vacancy.

**Section 4** -- The Board of Directors shall annually, at a meeting held at least ninety days prior to the date of the annual meeting of the Club, appoint two Nominating Committees of seven members each, no one of whom shall be an officer or director. One of said committees shall be designated "The Hubs Nominating Committee" and the other "The Spokes Nominating Committee." It shall be the duty of each of said committees to nominate one nominee for each vacancy on the Board of Directors which is to be filled at the next annual meeting.

The nominees named by the Hubs Nominating committee shall be known as the "Hubs" and the nominees named by the Spokes Nominating Committee shall be known as the "Spokes." After making such nominations, it shall be the duty of the Nominating Committees to meet in joint session and eliminate any duplication of nominations which exist where any member has been nominated on both tickets and to fill the vacancy created by such elimination. In the event said committees are unable to agree as to elimination of any duplicate nominations the matter shall be determined by lot.

After the nominees have been determined and each has accepted the nomination, the Chairman of each Nominating Committee shall report its list of nominees to the Secretary prior to the regular January Board meeting. The Secretary will report the list of nominees to the Board as a matter of information. It shall then be the duty of the Secretary to mail to each member of the Club a list of the said nominees at least twenty-eight days before the date of the annual meeting. Additional nominations for any vacancy on the Board may be made by the club members in writing, signed by not less than ten members of the Club, and filed with the Secretary at least twenty-one days before the date of the annual meeting. Notice of all such additional nominations shall be mailed to each member by the Secretary at least ten days prior to such annual meeting. Such additional list or lists of nominees, if any, shall be designated by the name of some part of the Rotary International emblem other than the names already being used for that purpose at such election.

Members voting by ballot for more than the number of directors being elected at such election will have their ballot invalidated and not counted. Members may vote for less than the number of directors being elected at such election.

At the annual meeting, nominees for Directors receiving the highest number of votes for the vacancies to be filled shall be declared elected. In case of a tie vote between nominees for Directors having the lowest vote for any vacancy to be filled, another vote shall be taken between the tied nominees at the succeeding regular meeting of the Club.

**Section 5 --** No expense incident to the nomination and election of Directors other than that necessary for the printing and distributing of ballots required by this Article shall be defrayed from the treasury of the Club. Campaign expenses for each ticket nominated shall be limited to an amount as the Board may determine.

### **Article III Duties of Officers**

**Section 1 President --** The President shall appoint all committees, shall preside at the regular meetings of the Club and the Board and shall perform such other duties as ordinarily pertain to this office. The President shall be an ex-officio member of all standing committees.

**Section 2 --President Elect & Vice President --** The President-Elect shall, in the absence of the President, perform the duties pertaining to that office, and in the absence of both the President and President-Elect, the Vice-President shall perform such duties. The President-Elect shall share with the Vice-President the responsibility of presiding at the weekly meeting of the Club at the discretion of the President.

**Section 3 -- Secretary** The Secretary shall 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 as he may be required to do and make the required reports to Rotary International and the District Governor. The Secretary shall collect and receive all monies due the Club, keep an accurate record thereof and deliver such funds and accounting thereof to the Treasurer. The Secretary shall perform such other duties as are provided for in these By-Laws and in the Constitution and as may be prescribed by the Board and as otherwise shall ordinarily pertain to this office. The Secretary may direct the Executive Director to perform any or all of these duties as most efficiently befits the operation of the Club.

**Section 4 -- Treasurer.** The Treasurer shall have custody of all funds, accounting for same to the Board monthly and at any other time called for by the Board. The Treasurer shall cause to be deposited funds in a bank to be designated by the Board, sign all checks and perform such other duties as ordinarily pertain to this office.

**Section 5 -- Sergeant-at-Arms.** The Sergeant-at-Arms and the Assistant Sergeant-at-Arms shall preserve order at all meetings and perform such other duties as ordinarily pertain to this office. The President, with the approval of the Board of Directors, may appoint two or more Assistant Sergeant-at-Arms.

### **Article IV Board of Directors**

**Section 1 --** The governing body of this club shall be the Board of Directors, elected in accordance with Article II of these By-Laws.

**Section 2 --** The President shall appoint and chair an Executive Committee which shall include all of the current officers and such other persons as the President may select. The Executive Committee shall act as a planning and policy committee and may function under such other terms of reference and rules of procedure which the Board may prescribe from time to time.



The Executive Committee shall have referred to it for recommendation to the Board all matters involving club policy not expressly provided for in the Constitution and By-Laws of the Club, or in Resolutions of the Board, and all questions requiring an interpretation of the provisions of the Club Constitution and By-Laws.

**Section 3 -- Executive Director** The Board of Directors may hire an Executive Director who shall work under its general supervision. The Executive Director shall be considered the "Chief Operating Officer" of the Club and is under the immediate supervision of the President and Secretary as they so determine. The Executive Director shall attend all meetings of the Club and the Board and perform such duties as specified in the job description and directed by his superiors. He may be required to give bond at the expense of the Club for the performance of the fiduciary duties assigned. The compensation of the Executive Director shall be recommended by the Personnel Committee and approved by the Board of Directors. If the Executive Director is a member of the Club, the payment of annual dues during the period of such employment shall not be required.

## **Article V Meetings**

**Section 1 -- Annual Meeting** An annual meeting of this club shall be held on the second Tuesday of March in each year, at which time the election of directors to serve for their ensuing terms shall take place.

**Section 2 -- Weekly Meeting** The regular weekly meetings of this club shall be held on Tuesday at 12:00 o'clock noon at such place or at such other time and place as may be designated by the Board.

**Section 3 --** The Board of Directors shall hold a regular meeting once each month at such time and place as they may designate. Special meetings of the Board of Directors may be called by the President and shall be called by him at the written request of five members of the Board. The President shall preside at all meetings of the Board of Directors except in case of absence, or incapacity to do so, in which event, either the President-Elect or Vice President as designated by him, shall preside.

**Section 4** The Secretary shall give each member at least ten days notice in writing of the annual meeting for the election of Directors.

## **Article VI Quorum**

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

## **Article VII Fees and Dues**

**Section 1 --** The admission fee shall be determined from time to time by the Board and is to be paid before the applicant becomes a member in good standing.

**Section 2 --** The annual membership dues shall be determined from time to time by the Board and are payable semiannually in advance on the first day of June for the period July through December and on the first day of December for the period January through June. An amount of each semi annual payment as established by Rotary International shall be applied to each member's subscription to "The Rotarian" magazine.

**Section 3 --** Members of the Club who are classified as Senior Active or Past Service

members, who have fully retired from all business or professional activities, may elect to pay one-half the annual membership dues. To exercise such election, the Senior Active member or Past Service member must notify the Executive Director in writing.

**Section 4 --** Members of the club who are classified Past Active shall not be required to pay full membership dues but will be required to reimburse the Club for expenses incurred because of the Past Active's membership. This reimbursement will be as determined from time to time by the Board and may include such expenses as Newsletter postage and "Rotary Magazine" subscription.

**Section 5 --** The board shall determine annually an amount of each member's annual membership dues which shall be placed in a reserve fund for club employee benefit and/or retirement purposes.

### **Article VIII Method of Voting**

**Section 1 --** The business of this club shall be transacted by voice vote except the election of officers and directors and the expulsion of a member which votes shall be by ballot.

### **Article IX Committees**

**Section 1 (a) --** The president shall, subject to the approval of the Board, appoint the following standing committees:

- Club Service Committee
- Vocational Service Committee
- Community Service Committee
- International Service Committee
- Personnel Committee
- Youth Service Committee

**(b) --** The president shall, subject to the approval of the Board, appoint such sub-committees on particular phases of Club Service, Vocational Service, Community Service, International Service and Youth Service as he may deem necessary.

(c) -- The Club Service, Vocational Service, Community Service, International Service and Youth Service committees shall each consist of a chairman, who shall be named by the president from the officers or the membership of the Board. Such chairman shall be an ex-officio member of all sub-committees which may be appointed under the principal committee of which he is chairman. As ex-officio member, he shall have the right to vote.

(d) -- The President, President-Elect, Vice President and Secretary shall each be ex-officio members of all standing and special committees with the right to vote.

(e) -- Except as otherwise provided in these By-Laws, each committee shall consist of the number of members which the President shall deem necessary and advisable. Each committee shall transact such business as is delegated to it in the Constitution and By-Laws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to and approved by the Board.

## **Article X** **Duties of Committees**

**Section 1 -- (a) Club Service Committee** -- This committee shall supervise and coordinate the activities of the sub-committees as may be appointed for the internal administration of Club affairs. The sub-committees may include but not be limited to:

- Sergeant at Arms
- Announcements & Recognition
- Attendance
- Budget
- Bulletin
- Chaplains
- Convention & Interclub
- Fellowship
- History
- Membership and Classification
- New Member Involvement
- Program
- Public Relations
- Rotary Information
- Sports and Entertainment

(b) -- **Membership and Classification Committee** This committee shall establish appropriate classifications for members and shall review and act on all proposals for membership in this Club in accordance with the Club Constitution and these By-Laws.

**Section 2 -- Community Service Committee** This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. All sub-committees of the Community Service Committee shall transact such business and perform the duties assigned and delegated to them by the President or Board of Directors.

**Section 3 -- International Service Committee** The International Service Committee shall direct the international service activities of the Club. All sub-committees of the International Service Committee shall transact such business and perform the duties assigned and delegated to them by the President or Board of Directors.

**Section 4 -- Vocational Service Committee** This committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. All sub-committees of the Vocational Service Committee shall transact such business and perform the duties assigned and delegated to them by the President or Board of Directors.

**Section 5 -- Youth Service Committee** This committee shall direct the services, projects and programs designed to aid young people. All sub-committees of the Youth Service Committee shall transact such business and perform the duties assigned and delegated to them by the President or Board of Directors.

**Section 6 -- Personnel Committee** The personnel committee will consist of elected club officers, the immediate past president and any other persons appointed by the President. The committee is responsible for all matters pertaining to persons employed by the Club including salary reviews of employees. Salary changes recommended by this committee will be brought to the Board for approval.

## **Article XI**

### **Leave of Absence**

**Section 1 --** Upon written application to the Board of Directors, for 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.

## **Article XII**

### **Finances**

**Section 1 --** The Treasurer shall cause to be deposited all funds of the Club in a bank to be named by the Board.

**Section 2 --** Bills shall be paid only by checks signed by the Treasurer, President, or President-Elect upon vouchers approved by the Board.

**Section 3 --** Officers and employees having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club and for their performance of the fiduciary duties required of them. The cost of the bond is to be borne by the Club.

**Section 4 --** The fiscal year of the Club shall run from July 1 to June 30. Prior to the end of each fiscal year, the Board shall determine the level of accounting service to be used in evaluating the financial condition of the Club for that fiscal year.

## **Article XIII**

### **Method of Election of Members**

**Section 1 --** Persons shall be elected to membership in this club in the following manner: All candidates for membership including active, additional active, senior active, past service or honorary, will be referred to the Membership and Classification Committee (M&C) which will consider all matters of eligibility including but not limited to classification, character, and business and social standing. The proposed membership must be in writing and shall contain the name, address, proposed classification and a statement of the qualifications of the person for membership. The candidate shall then be considered by the committee when proposed by one member and seconded by another.

Names of candidates recommended for acceptance by a majority vote of M&C will be sent to the Board of Directors for final review and action. If the Board approves the recommendation, the Secretary will mail notice to each club member stating the name of the candidate, the classification, and such other data as the Board may prescribe. A seven day period shall then be allowed during which any member objecting to the election of the candidate shall notify the Board in writing of the reason for objection as provided in Section 3 of this Article.

In the event the Board does not favorably approve a candidate recommended for membership by the M&C, the application for membership may either be finally rejected by the Board or returned to M&C for further action or investigation.

**Section 2 --** All applications must be filed with the Secretary who will keep a record of the date received and action taken by M&C.

**Section 3 --** Written protest against the admission of any candidate stating reasons for such protest such as conflict in business or professional representation or business or professional or moral unfitness may be made at any time within the ten day period provided for in Section 1 of this Article. Such protest shall be decided by the Board. If no such protest is filed or if such protest having been filed is decided in favor of the applicant, the applicant automatically shall become a member of the Club subject to the payment of admission fees and dues and attendance at a "Rotary information" meeting all of which shall be accomplished within a reasonable period of time.

**Section 4 --** Any active member of this Club, who has all the qualifications for senior active membership as set forth in the constitution of this Club, may, at his option, become a senior active member of this Club by notifying the Secretary in writing of his intention so to do. No election to such senior active membership on the part of M&C or the Board is required. A new, signed membership application card indicating change to Senior Active will be obtained. The Secretary will inform M&C who will verify the qualification for Senior Active status and so advise the Board. The Board shall so note such change in classification.

**Section 5 --** Any active member of this club who has the qualifications for Past Service or Past Active membership as set forth in the Constitution of this club may make application in writing for such classification to M&C. Upon recommendation of M&C and approval of the Board said member is elected to the requested Past Active or Past Service classification.

## **Article XIV**

### **Duration of Membership**

**Section 1(a) --** Members of this Club hold their memberships as individuals and not as representatives of any firm, corporation or organization. Active membership shall endure for life, unless forfeited as provided in these By-Laws or the Club Constitution.

**(b) --** When an active member is given a special leave of absence in accordance with Article X, Section 2(a)(3) of the Club Constitution, he shall be carried as "Awaiting Reclassification" and consideration of applications for the classification formerly held by him shall be deferred until expiration of his special leave of absence.

**(c) --** Where the membership of an active member has terminated as provided for in these By-Laws or the Club Constitution and application to rejoin has been made in accordance with Article X, Section 3 of the Club Constitution, such application shall be considered in advance of any other for membership under the classification in which he then applies.

**(d) --** Additional active membership shall automatically terminate with the termination of the

membership of an active member, or in the event an active member becomes a senior active member of his Club, the membership of the additional active member shall automatically terminate. If the man who has held such additional active membership is re-elected immediately to active membership in this Club, he shall not be required to pay a second admission fee.

**Section 2** -- Any member who changes his business or profession to one not represented in the club while retaining his connection with the firm, corporation or institution with which he was connected when elected as a member, must secure the consent of the Membership & Classification Committee and the Board before he can be given a new classification. In case such change is not considered acceptable, consent may be refused and membership terminated. Any person whose membership has been thus terminated shall have the final right to appeal to the Club.

**Section 3** -- Any member who refuses or neglects to pay any indebtedness due to the Club within ten days after demand has been made by certified letter, shall thereby forfeit his membership.

**Section 4** -- If any member shall absent himself from four successive meetings of the Club without good cause and if in the judgment of the Board of Directors said member is not active and interested in the objects and work of the club, the Board of Directors may, with or without notice, terminate his membership. Any member whose attendance average shall be less than sixty per cent for either the first or second six months period of the calendar year, unless otherwise excused, may in the discretion of the Board be dropped from membership in the Club.

**Section 5** -- Honorary membership shall endure for life, provided, however, that the Board of Directors may for good cause at any time cancel the membership of an honorary member on condition that each member of the Club shall be served in writing with a notice at least ten days in advance of such action by the Board.

**Section 6** -- Any member who shall become a member of any other club or organization in the city of Indianapolis, which limits its membership to one member in any one line of business, or whose objects or purposes shall be similar to those of this organization, shall thereby forfeit his membership in this Club.

**Section 7** -- A Past Active membership shall endure for life.

## **Article XV**

### **Roster**

The Club roster shall be revised and published periodically at the discretion of the Board of Directors.

## **Article XVI**

### **Badges**

Badges shall be worn by each member at all Club meetings for the purpose of individual and business identification. The style and form of the badge shall be authorized by the Board of Directors and subject to change at any time.

## **Article XVII**

### **Parliamentary Procedure**

Parliamentary practice in Club, Board and Committee meetings shall be in accordance with Roberts' Rules of Order.

**Article XVIII**  
**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. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without general discussion.

**Article XIX**  
**Construction**

Throughout these By-Laws, pronouns of the masculine gender will also be taken to mean the feminine gender and pronouns of the feminine gender will be taken to mean the masculine gender.

**Article XIX**  
**Amendments**

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that such proposed amendment shall have been mailed to each member at least ten days before such meeting.

**Section XX**  
**Indemnification**

The Club shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a director, officer, or employee of the Club, in accordance with the Club's Articles of Incorporation.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROTARY FOUNDATION OF  
INDIANAPOLIS, INC.**

**Article I. Name.** The name of the Corporation is "Rotary Foundation of Indianapolis, Inc." This corporation is a public benefit corporation.

**Article II. Duration of Existence.** The period during which it is to continue as a corporation is in perpetuity.

**Article III. Purpose of Organization.** The objects and purposes for which this corporation is organized are as follows:

To promote charitable and educational purposes within the State of Indiana and such other charitable and educational purposes deemed appropriate by its Board of Directors, and to that end receive by gift, devise or bequest any money or property, absolutely or in trust, to be used and devoted, either the principal or the income therefrom, for the furtherance of any of the above-named purposes.

Consistent with the principles and ideals of Rotary International and of the Rotary Club of Indianapolis, Inc. (the "Rotary Club") it is not intended to compete with or displace any other private or public charitable agency in achieving the purposes herein mentioned but rather to supplement the generosity of others when needed and to seek and supply aid in circumstances where relief and aid is not afforded by others.

It is intended, through the agency of the Corporation, to promote the ideal, well known in Rotary philosophy, of "service above self," and at the same time to stimulate the desire of each member of the Rotary Club of Indianapolis "to be of service to his fellow men and to society in general."

**Article IV. Powers.** The Corporation shall have the power:

(a) to receive and accept by gift, devise or bequest absolute, any and all kinds of property including but not limited to money, bonds, stocks, real estate and personal property or income therefrom with full power of control and disposition of the same consistent with the objects and purposes hereinbefore set forth.

(b) To receive and accept by gift, devise or bequest, money and property of every nature and description, or income therefrom, upon or in trust for educational and charitable purposes, upon such terms and conditions as may be fixed by the donor or testator, exercising all the powers given or granted by the donor or testator together with such other express or implied powers as may be vested by it under the law and by the provisions of these articles.

(c) To administer such property or funds together



with the income therefrom, with full power of disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by said Corporation.

(d) To appropriate and devote all funds, property and income entrusted to it by gifts, devises or bequests to the achievement of its objects and purposes as shall be ordered and directed by resolution of its Board of Directors and at the sole discretion of said Board of Directors.

(e) To create trusts of and from unrestricted funds or property at its disposal and to fix the terms and conditions thereof.

(f) To acquire, hold, own and dispose of all kinds of property including real estate, when useful or necessary in promoting educational and charitable purposes as herein contemplated.

(g) To do such further and additional acts and things as may be necessary, incidental or convenient in the attainment of the purposes herein expressed and in the administration of its funds and property to achieve those purposes.

(h) To exercise any right or privilege allowed or authorized by law not herein expressed or implied.

**Article V. Membership.** The corporation shall have no members.

**Article VI. Dissolution.** Upon the dissolution of the Corporation, the property and funds of the Corporation shall be transferred to a qualified 501(c) (3) exempt organization with purposes similar to those of the Corporation. The property and funds shall be transferred with terms and conditions in conformity with the intent and conditions imposed upon any special fund or property of the Corporation by testators or donors.

If and when the Rotary Club ceases to function as such, then the Board of Directors shall as soon as possible thereafter create a charitable trust or any number of charitable trusts upon the property and funds then at its disposal, prescribing the terms and conditions thereof as nearly as possible to promote the objects and purposes of the Corporation, and in all respects such terms and conditions shall be in conformity with the intent and conditions imposed upon any special fund or property of the Corporation by testators or donors. It is intended that the objects and purposes of the Corporation, under the circumstances in this Article mentioned, shall be carried out and continued through the agency of a qualified trustee or trustees under an express trust set up and created by the Board of Directors.

Such trust or trusts created under this Article shall be made subject to the supervision of any Court of Marion County, State of Indiana, having jurisdiction over trusts and likewise said trusts shall be subject to the laws of the State of Indiana relating to trusts.

Upon the disposal of the funds and property held by the Corporation as provided in this Article, the Corporation shall thereupon be dissolved in the manner and form provided for by the laws of

the State of Indiana relating to this class of corporation.

**Article VII. By-laws, Rules and Regulations.** The Board of Directors shall have the sole power to make, adopt, repeal and amend by-laws, rules and regulations regulating the management and operation of the Corporation, including by-laws fixing the title and number of officers, manner of their election, the term during which they are to serve and to prescribe the duties and responsibilities of such officers. Said Board of Directors shall also have power by resolution to create such committees as may be deemed necessary and to define their duties and responsibilities.

**Article VIII. Profits and Income.** The Corporation is not organized for pecuniary benefit and no dividends or profits shall be paid out or distributed. No salaries or other emolument shall be paid to the directors or officers of the Corporation for performing their duties as such officers or directors.

**Article IX. Corporate Seal.** The Corporation shall have no seal.

**BYLAWS  
OF  
ROTARY FOUNDATION  
OF INDIANAPOLIS, INC.**

**ARTICLE I**

**BOARD OF DIRECTORS**

**Section 1.1. Duties and Qualifications.** The business and affairs of the Corporation shall be managed by the Board of Directors.

**Section 1.2. Number, Term and Election.** The affairs and business of the Corporation shall be managed by a Board of Directors consisting of fifteen (15) directors, all of whom shall be members in good standing of the Rotary Club of Indianapolis, Inc. (the "Rotary Club"). Six (6) of said directors shall annually, by reason of their election to or retirement from office in the Rotary Club, as the case may be, automatically become directors ex officio of the Corporation as follows:

The immediate past president or in event of his demise, absence or disqualification, his next living predecessor in the line of past presidents of the Rotary Club. The president, the president elect, the vice president, the secretary, and the treasurer of the Rotary Club, all of whom shall serve as directors of the Corporation during their tenure in office as officers of the Rotary Club.

The remaining directors shall serve for staggered three (3) year terms, and shall be appointed by the Rotary Club; provided however, that no person appointed after January 1, 1992 shall serve more than two consecutive three-year terms.

Appointed directors shall hold office until their successors are duly appointed as aforesaid and qualified. Directors, other than ex officio directors, serving on the Board of Directors at the time of the adoption of these Bylaws, shall continue to serve as directors until their terms expire and their successors are duly appointed and qualified as provided above, absent death, resignation or removal.

**Section 1.3. Vacancies.** In the event of a vacancy on the Board of Directors resulting from the death, resignation or removal of an appointed director, or from an increase in the number of directors, the vacancy shall be filled by appointment by the Rotary Club of a new director.

**Section 1.4. Removal.** An appointed director may be removed by the Rotary Club, with or without cause.

**Section 1.5. Annual Meetings.** The Board of Directors shall hold its annual meeting for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting at the times stated in or fixed by a resolution of the Board of Directors. No notice shall be necessary for the holding of this annual meeting.

**Section 1.6. Other Meetings.** Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, the President, or three (3) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular, or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

**Section 1.7. Quorum; Voting.** One-third (1/3) of the directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 1.8. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and 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 1.9. Committees.** The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors, except where prohibited by law. If a committee is to exercise board powers or functions, all of the persons serving on the committee must be directors. At least two (2) members of the Board of Directors shall be appointed to serve on each committee. The creation of committees and the appointment shall be undertaken by a majority of all the directors in office when the action is taken.

## ARTICLE II

### Officers

**Section 2.1. Officers and Qualifications Therefor.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

**Section 2.2. Terms of Office.** Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified, or until resignation, removal, or death.

**Section 2.3. Vacancies.** Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

**Section 2.4. Removal.** Any officer of the Corporation may be removed, with or without cause, by the Board of Directors.

### **ARTICLE III Powers and Duties of Officers**

**Section 3.1. President.** The President, if present, shall preside at all meetings of the Board of Directors. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

**Section 3.2. Vice President** Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

**Section 3.3. Secretary.** The Secretary shall attend all meetings of the Board of Directors, and keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

**Section 3.4. Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other

valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

**Section 3.5. Assistant Officers.** The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

## **ARTICLE IV**

### **Indemnification of Directors and Officers**

#### **Section 4.1. Rights to Indemnification and Advancement of Expenses.**

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, an officer, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the 1991 Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a person in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the 1991 Act. The Corporation shall indemnify as a matter of right a person who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the 1991 Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

**Section 4.2. Other Right Not Affected.** It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or

otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation.

**Section 4.3. Definitions.** For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification hereunder shall be indemnified to the same extent as the person.

(c) The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term "liability" means the obligation to pay a judgement, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) The term "party" includes any person who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term "proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

**ARTICLE V  
Miscellaneous**

**Section 5.1. Execution of Contracts and Other Documents.** Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President, and, if required, attested by the Secretary or an assistant secretary.

**Section 5.2. Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 of each year and end on the immediately following June 30.

**ARTICLE VI  
Amendments**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors.