

ROTARY CLUB OF INDIANAPOLIS BY-LAWS

As Revised March 3, 2026

Article I

Officers and Directors

Section 1 -- The Officers of this club shall be a President, a Vice-President also referred to as the President-Elect, a Second Vice-President also referred to as the President-Nominee, Secretary, Treasurer, and the Sergeant-at-Arms. The Board of Directors, "Board", shall consist of the Officers plus eleven (11) members of the Club, to be elected as hereinafter provided.

The immediate Past President shall be an ex-officio member of the Board with the right to vote for the year following their term in office. The President may annually appoint the president of a satellite club of this club as a non-voting ex-officio member of the Board.

Article II Election of Directors and Officers

Section 1 (a) -- Directors shall be elected by a voice vote on the day of the annual meeting of the members, which shall be held on the second Tuesday of March each year. Six Directors will be elected one year and five Directors will be elected in the next year in alternating 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) -- Candidates for club officers will be placed before the Board by a nominating committee appointed by the President. Such committee will present its nominations to the Board at the regular Board meeting in December each year. The committee will have determined that persons being nominated agree to accept the office if elected.

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 meeting of June or the first meeting 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.

Section 2 -- Whenever any vacancy shall occur in any office, except that of President and Vice President, 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 their predecessor and until a successor is elected and qualified. In the event of a vacancy in the office of President, the Vice President shall succeed in office and in the event of a vacancy in the office of Vice President, the Second 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. 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, they shall be automatically dropped from the Election Board and the President shall fill any such vacancy.

Section 4 -- The Board of Directors shall annually prior to the date of the annual meeting of the Club, appoint a Nominating Committee. It shall be the duty of the Nominating Committee to nominate one nominee for each vacancy on the Board of Directors which is to be filled at the next annual meeting.

After the nominees have been determined and each has accepted the nomination, the Chairman of the Nominating Committee shall report its list of nominees to the Secretary. 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 communicate to each member of the Club a list of the nominees at least ten days before the date of the annual meeting.

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.

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 --Vice President & Second Vice President -- The Vice President shall, in the absence of the President, perform the duties pertaining to that office, and the absence of both the President and Vice President, the Second Vice-President shall perform such duties. The Vice President shall share with the Second Vice-President the responsibility of presiding at regular meetings 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 they 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 be the Executive Director or may direct the Executive Director to perform any or all of these duties as most efficiently benefits 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 one 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 their superiors. The compensation of the Executive Director shall be 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 regular meeting in March in each year, at which time the election of Directors to serve

for their ensuing terms shall take place.

Section 2 – Regular Meeting Regular scheduled meetings of this club shall be held on Tuesday at 12:15 pm at such place or at such other time and place as may be designated by the Board. Reasonable notice of any change or cancellation of a regular meeting will be given to all club members.

Section 3 -- The Board of Directors shall hold regular meetings 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 the President 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 Vice President or Second Vice President, shall preside.

Section 4 -- The Secretary shall publish notice in writing of the annual meeting for the election of Directors at least ten days in advance of the annual meeting.

Article VI Quorum

Section 1 -- Ten percent of the membership shall constitute a quorum at the annual and regular meetings of this Club for matters for which the membership was provided at least ten days prior notice. One-Third of the membership shall constitute a quorum at the annual and regular meetings of this Club for any matters for which the membership was not provided at least ten days prior notice.

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 as determined by the Board. An amount of dues as established by Rotary International shall be applied to each member's subscription to "The Rotarian" magazine.

Section 3 -- Members of the Club who have fully retired from all business or professional activities, and whose combined membership in one or more clubs conforms with the service requirements as hereinafter set forth:

- (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;

may elect to pay one-half the annual membership dues of the Rotary Club of Indianapolis. To

exercise such election, the member must notify the Executive Director in writing.

Section 4 -- 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 the expulsion of a member, which votes shall be by secret ballot.

Article IX Committees

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

- By Laws
- Community Service
- Education
- Environment and Beautification
- History
- Hospitality
- Membership
- Moment of Reflection
- Programs
- Social
- The Rotary (International) Foundation
- World Community Service

(b) -- The President may, subject to the approval of the Board, appoint additional committees or eliminate listed committees as may be deemed necessary.

(c) -- Each committee shall have of a chairman, who shall be named by the President from the officers or the membership of the Club. Such chairman shall be an ex-officio member of all sub-committees which may be appointed under the principal committee of which the member is chairman. As ex-officio member, they shall have the right to vote.

(d) -- The President, Vice President, Second Vice President and Secretary shall each be ex-officio members of all 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 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 Leave of Absence

Section 1 -- Upon written application to the Board of Directors, for good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

Article XI 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 Vice President upon vouchers approved by the Board.

Section 3 -- 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.

Section 4-- Before each fiscal year starts, the Vice President shall prepare an annual budget of estimated income and expenditures and shall present such budget to the Board for approval.

Article XII Method of Election of Members

Section 1 -- Persons shall be elected to membership in this club in the following manner: All candidates for membership will be referred to the Membership Committee which will consider all matters of eligibility including but not limited to character, and business and social standing. The proposed membership must be in writing and shall contain the name, address, 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 the Membership Committee will be sent to the Board of Directors for final review and action.

In the event the Board does not favorably approve a candidate recommended for membership by the Membership Committee, the application for membership may either be finally rejected by the Board or returned to the Membership Committee 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 Membership Committee.

Article XIII 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.

Section 3 -- Any member who refuses or neglects to pay their annual dues or any

indebtedness due to the Club within thirty days of the due date, shall thereby automatically forfeit their membership without requiring a Board vote, subject to reinstatement upon payment of the amount due.

Section 4 -- 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 5 -- Any member who shall become a member of any other club or organization in the city of Indianapolis whose objects or purposes shall be similar to those of this organization, shall thereby forfeit their membership in this Club.

Article XIV Roster

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

Article XV Badges

Badges should 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 XVI Parliamentary Procedure

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

Article XVII 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 XVIII 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 published to each member at least ten days before such meeting.

Section XIX 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 they are or were a director, officer, or employee of the Club, in accordance with the Club's Articles of Incorporation.