

The Rotary Club  of Mount Clemens

Board of Directors and Executive Committee
Guidebook of Excellence

Containing Information, Rules and Guidance

Adopted October 29, 2009

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Guidebook Creation

This Guidebook has been created by the Club Board of Directors to provide guidance to the generational Boards of the Mount Clemens Rotary Club (“the Club”). It contains pertinent information, rules, regulations and requirements of the Board of Directors (“the Board”) and the Executive Committee in the governance of the Board, the Club and its members.

This is the first published document of its kind in the history of the Club, and while much of the guidance for the Board will be derived from updated Rotary International (RI) rules and regulations, this document contains the specific guidance to the Board based on the Club’s history, social and financial demographics:

- Generational Boards are specifically directed not to discard this Guide for any reason. It has been formally adopted by the Board and is designed to provide guidance in perpetuity.
- Any changes to this Guide should be based on current social, economic or other Club operational factors affecting the Club at the time they occur.
- Any changes to this Guide require formal Board approval, requiring 100% participation of Board members and a two thirds (2/3) majority vote to make such changes.

The Board and Executive Committee

The Rotation of the Executive Committee Chairs:

- President – Responsible for leading the Club effectively
 - Appointing Board members as Chairs to specific committees
 - Involvement and guidance in operations of the Club, including membership, finance and appointment of subcommittee persons
 - Conducting weekly Club meetings, monthly Board meetings or other special meetings of Club interest
 - The President may attend the RI Convention at will with reimbursement of expenses from the Club based on financial conditions at the time of such event
 - The Club President, upon becoming Past President, serves one additional year on the Club Board.
 - The President serves on the Club Foundation Board of Directors (Please see the Mount Clemens Rotary Foundation By-Laws).
- President-Elect – also responsible for leading the Club and supporting the President
 - Support of the President’s approved initiatives.
 - Conducting weekly Club Meetings or Board Meetings when the President is absent.
 - Acts as the Chair of the Fundraising Committee. Responsible for organizing and conducting the Club’s major fundraising event(s). The Fundraising committee as a whole shall determine the themes and venues for Club events. The President may be a committee member participating in the majority vote of themes and venues.
 - Appointed to specific committee positions by the President for operation and management of the Club.

- Attend the mandatory RI President Elect Training Seminar within the Club's District before being sworn in as President. The conference fee will be reimbursed along with possible other expenses based on the Club's financial capabilities at the time of attendance.
- The President-Elect also serves on the Club Foundation Board of Directors.
- President-Nominee - also responsible for leading the Club and supporting the President-Elect and President in the same capacity as the President-Elect when both the President and President-Elect are absent.
 - Appointed to specific committee positions by the President for operation and management of the Club.
 - The President-Nominee begins a four year position on the Club Board of Directors beginning with the President-Nominee, President-Elect, President and Past President positions.

The Elected Board Members in Service Positions:

- Secretary – Responsible for the specific reporting requirements of the Club
 - Membership attendance reporting
 - Board minutes and reporting on a monthly basis
 - RI annual and semi-annual reports as required of the Club
 - Filing of all District related reports including Club Election results
 - Payment of RI dues with assistance of the Treasurer
 - Handles all mail correspondence for the Club
 - Maintains all necessary reporting functions for the Club, by Club Charter and RI rules and regulations
 - Appointed to specific committee position(s) by the President for operation and management of the Club when necessary.
- Treasurer – Responsible for financial operations of the Club
 - Member dues collections, current and past dues
 - Club maintenance of financial records including expense payment authority
 - Appointed to specific committee positions by the President for operation and management of the Club when necessary.
 - Serves as a non-voting member of the Club Foundation
- Four Directors at large for two years of service as required by Club Charter
 - Appointed to specific committee positions by the President for operation and management of the Club.
 - The Past President by Club By-Laws remains on the Club Board for one additional year as a Director, but not on the Executive Committee. The Past President votes in the capacity as any other Director at Large in the governance of the Club. As Club Past President, serves as the Club Foundation Board President for one year. (Please see the Mount Clemens Rotary Foundation By-Laws).

The Executive Committee:

The Executive Committee is made up of the President, President-Elect, President-Nominee, Secretary and Treasurer. Each member works together in the day-to-day operations of Club matters, including the implementation of Board approved issues or matters affecting the Club.

Executive committee members report to the President on matters that require attention, delegation and implementation, and when necessary, presentation to the entire Board for discussion or adoption. Each member of the Executive Committee is encouraged at all times to present matters to the Board for discussion at regularly scheduled Board meetings.

Assigned Club Committees

There are specific operational Club Committee assignments that are assigned to the Board of Directors by the Club President, with each Board member designated as the Committee Chair. Other sub-committees are created and assigned by the President or specific committee Chairs depending of the nature and function required for Club operations.

Committee and Sub-Committee Chairs are responsible for reporting club service and attendance to the Club Secretary on a timely basis for all designated events participated in by committee members.

The Membership Committee Chair:

The Membership Committee Chair is responsible for the formation of the Membership Committee members and implementation of membership recruiting programs developed by the Membership Committee as approved by the Board.

The Membership Chair is responsible for the coordination of weekly Club meeting greeters, with the Operations Chair, specifically those new members within the previous six months of joining the Club (please see the Rotary Club of Mount Clemens Guidebook to Membership Excellence)

The Membership Committee Chair should work hand in hand with the Public Relations Chair to ensure coordination of strategic initiatives in marketing the Club to the public, recruiting of new members and the application of certain new member requirements established for the Club.

The Membership Chair working with the Club Secretary provides new member packet information to potential member candidates. The Membership Chair shall also coordinate new member breakfast or other new member orientation meetings. Specific to this element, new member orientations shall be attended by the following:

- Membership Committee Chair
- Club President
- Club Secretary
- New Member Sponsor
- Potential Club Member
 - Note: all other Board members are encouraged to attend based on availability – this is designed to create a friendly membership participation
 - The Committee to rely on the RI new member orientation process sheet for RI and Club information to be discussed

The Operations Committee Chair:

The Operations Committee Chair is responsible for the coordination of all Club Committees and specifically in charge of the House Committee and its members who are charged with weekly Club meeting venue, set up and take down.

The Operations Chair shall, among other things, keep current the committee Chair roster once it has been assigned by the President.

The Operations Chair also prepares the weekly Club Meeting Agenda based on the updated reports by all committee Chairs. This agenda would list the Club member responsible for flowers, recognition, bulletin, music, guests and speaker introduction. This agenda would also list the name of the speaker(s) and the topic.

The Speakers Chair:

The Speakers Chair is assigned the task of creating weekly guest speakers for the Club. Such speakers or topics may include Club operational programs dealing with items like membership recruiting and growth (part of scheduled Round Table discussions).

The *Spokesperson* (Bulletin) Committee Chair:

The *Spokesperson* (Bulletin) Committee Chair is responsible for assigning Club members to write the *Spokesperson*, a weekly bulletin, for a pre-determined number of meetings. This can be done by month or by certain dates. The *Spokesperson* summarizes the main elements of the club meeting and is published no later than the weekend following the meeting. The *Spokesperson* Committee Chair is responsible for instructing the assigned writers on the format, deadline for completion and procedure for transmission for publication by the club's typesetter..

The Public Relations Committee Chair:

The Public Relations Committee Chair is responsible for creating or implementing media exposure opportunities and events, social networking media, news print, TV and radio, promoting the Club and its philanthropic activities. This chair is also responsible for Club Hospitality and Goodwill and special announcements concerning current and former members, such as deaths, births and promotions.

Rotary International Liaison Chair:

Rotary International Liaison Chair is responsible for keeping the Club Board and Club membership informed about RI programs and initiatives including primary programs such as Polio Plus, the RI Foundation and Endowment programs.

Board and Executive Committee Qualifications and Requirements

Qualifications:

Potential Board members must have the following qualification for being considered for election and service:

- Be a member in good standing per RI and Club membership guideline, i.e. current in dues and club attendance requirements
- Must have at least one (1) year membership for Board of Directors at large
- Must have at least three (3) years membership for Executive Committee
 - A Rotarian is exempt from the one year requirement if they are a transferring member from another club, in good standing with least one year of service or with Board service at their previous club.
 - A Rotarian is exempt from the three year requirement if they are a transferring member from another club, in good standing with least three years of service or with Executive Committee service at their previous club.
- Must submit to State and Federal background checks prior to running for election (this coincides with RI requirements for background checks for participation in youth programs thru RI).
 - If criminal activity past or present is discovered, a review process by the Board is required to determine the nature and severity of the discovery, and a determination of whether or not to proceed with the nomination of the potential Board member

The Nominating Committee and Election Process:

The Nominating committee is responsible for the identification of potential Board members from the club membership at large. The Nominating Committee shall be made up of the following persons and carry out the following tasks:

- The Past President presides as Chair and invites the previous two successive Past Presidents to be on the committee.
- The President
- Complete Election Ticket of all open positions on the Board
 - President-Nominee
 - Secretary
 - Treasurer
 - All open Directors Positions
- After member's acceptance of nomination, the Chair, or a designee, shall coordinate a dinner orientation with the Club's Executive Committee and Board nominees with Spouses/Partners to welcome the potential candidates and discuss the requirements of Board participation. Special note: this is a priority budget line item for the Club's fiscal budget with the expense paid for by the Club.
- The Election Ticket must be completed and approved by the Club Board by the October Board meeting
- Shall organize and distribute the Election Ballots to the Club in the November billing to members

- Conduct the Election processing of Ballots by the first December club meeting, with subsequent announcement to the general Club membership on or after the first December club meeting, and publication in the *Spokesperson* and other reporting mediums, e.g. Club Runner, or Club website.

Participation Requirements:

Mentorship by Board members is a critical component in the support and education of Club Board and Membership guidelines. Mentorship sets the highest example of “service above self” in the ongoing promotion of the Club among its members and the community at large. Board participation requirements are the following:

- Each Board member must be a Club member in good standing per established Club membership guidelines (please see the Rotary Club of Mount Clemens Guidebook to Membership Excellence)
- Executive Committee members must attend ten (10) Board meetings a year
 - Executive members are allowed two unexcused absences per year for such things as unforeseen emergencies, illness, death of a family member or employment conflict
- Board of Directors at large must attend nine (9) Board meetings a year
 - Board of Directors at large are allowed three absences per year for such things as unforeseen emergencies, illness, death of a family member or employment conflict
 - Any other absences by a Board member causes that Board member to be subjected to Board review by the entire Board for continuation or removal
- Conduct one “Fireside Chat” or get-together per year with Club members. The Board as a whole will conduct 10 fireside chats per year with each Board member conducting one per year, each with different subjects.
 - The President, President-Elect and President-Nominee shall conduct Fireside Chats with new Club members on a timely basis, to be determined by the President.
- Conduct a quarterly membership training session at a regular Club meeting (part of Round Table format per Membership Guidelines)
- Participate in membership growth and retention by assisting the Membership Committee Chair whenever possible

Board Member Removal Process

The Board, after review of participation violations, shall determine the continuance or removal of the Board member subject to Club bylaws and RI rules and regulations. If a Board member exceeding the number of allowable absences shows good cause why he/she should be retained, the entire Board may waive removal, contingent on the Board Member committing to his or her 100% remainder term participation. If said Board member later fails to attend 100% of the remaining meetings, the member shall be removed.

Additionally, any felony conviction of a Board member requires Board review of the nature and circumstances of the conviction for determination of continuance or removal.

In all circumstances when considering continuance or removal, the Four Way Test Shall be stated and applied, and such action of decision must be made with 100% Board participation with a 2/3 majority vote.

General Procedures

Board Participation:

Due to the nature of the Club's participation in certain RI events, particularly youth programs such as Youth Exchange, background checks will be conducted yearly on all Board members and Board Nominees. Please see the Club's Privacy Disclosure statement.

The background checks on all Board members are conducted by independent legal counsel appointed by the Board. If established convictions are discovered such as fraud, embezzlement, theft, sexual felonies including minors, etc., legal counsel will present these findings to the Club Board for review to determine if the offending Board member may remain on the Board. .

If there are such convictions that RI rules and regulations would require removal or restricted participation in an activity, the removal or restriction shall be enforced per RI rules and regulations.

Newly elected Board members, including the President-Nominee or other Officers or Directors at large, are invited to attend last two monthly Board meetings of the fiscal year. These new Board members are encouraged to participate in the meetings so they may become familiar with current Club business. They do not have a vote until the beginning of the new fiscal year.

Conducting Meetings:

In the event of the President unable to chair the weekly meeting, the following order of succession shall take place:

- The President-Elect
- The President-Nominee
- The Secretary
- The Treasurer

Due to the duties and responsibilities of the Secretary and Treasurer during regular Club meetings, the Secretary and or Treasurer has the discretion to ask one of the Directors at Large or the Immediate Past President to conduct the meeting. Any and all present Board members are encouraged to assist in conducting the meeting in the event the above order of club officers is not present at a meeting.

Head table seating during weekly meetings should be filled to capacity in an effort to instill [visually] leadership for the Club. The head table should always have the following participants:

- The President
- The Guest Speaker and their guests if any
- The Individual introducing the Guest Speaker
- The Rotarian or Speaker Chair that is responsible for the Speakers participation for the meeting

The President has the discretion of asking other Board members to fill the table, or invite a Club member. The Board or Executive Committee member should always make an effort to accommodate the President when asked to sit at the head table.

Board Meetings or other specially convened meetings:

Monthly Board meetings or other specially convened meetings require adherence to Club By-Laws. If the Club Bylaws are silent on an issue, then another guide to meeting procedure, for example, Robert's Rules, may be consulted. In the event of the President's absence and absent any objection by the President, convened meetings are to be chaired in the order as follows:

- The President-Elect
- The President-Nominee

There is a presumption there is no quorum if a President, President-Elect or President-Nominee are not present at any Board or specially convened meeting.

Meeting Follow-up:

At the conclusion of the meeting, the President may present a small gift of appreciation to the guest speaker. This gesture will be based upon the Club's financial capability. In any event, the President and Speaker Chair will cause a thank-you letter to be sent to the guest speaker(s) on a weekly or bi-weekly basis.

The Speaker Chair should also coordinate with the Public Relations Committee Chair some form of publicity surrounding the guest speaker based on the merits of the presentation given. This would include:

- Club website announcement or ad for the speaker's organization on the Club website
- News print/media announcement
- When appropriate, video coverage

Club Member Service Follow-up:

The various Committee Chairs, as part of their duties on a regular monthly basis, or after the scheduled event, are to send Club Members a thank you letter, expressing gratitude for their service to the Club. This is in addition to any small gift of appreciation that is given to the Club member based on the Club's financial capability at that time to do so. Such service gifts that may be considered or provided are:

- Special Club website announcement
- Special Bulletin announcement
- Discounted ad cost ad for his/her organization on Club website
- \$50 Paul Harris Fellow Credit per job or position served

Other Board Procedures and Board Requirements

Rotarian of the Year:

The Rotarian of the Year Committee is made up of the past three presidents of the Club and shall meet in April of the fiscal year to determine the recipient of this award. The current fiscal year President may provide suggestions and guidance on specific members/candidates for the award, but may not vote for the recipient.

The committee, during its deliberations, should use the following criteria in selecting the candidate:

- The award is for service or recognition primarily for the *previous 12 months* of Club service (current fiscal year). Historical or past years' efforts can be considered.
- The award may be given *multiple times to the same Club member* based on the criteria specified here. Of special note, a member's leave of absence or breaks in service *shall not* be counted against a candidate for the award provided stated criteria is met.
- The candidate should be a "member in good standing", complying with all Club and RI rules and regulations, including having all fees and dues paid in full at the time of consideration.
 - The committee is *duty-bound* to confer with the Club's Treasurer and Secretary to verify this information before permanent selection of the recipient.
- The candidate should demonstrate criteria achieved within the fiscal year to be considered:
 - Membership participation in all club activities that are conducted
 - Participation in Fireside Chats
 - Community Service, either individually or part of the Club's activities
 - Special Rotary projects or event participation
 - New Rotarian members recruited specifically by their efforts
 - Board of Directors or other committee participation
 - Paul Harris contributions or other Rotary financial contributions

Adoption, Recognition and Continuance

The Mount Clemens Rotary Board of Directors formally adopted the "Board of Directors and Executive Committee Guidebook of Excellence" for the purpose of providing information, rules and guidance for each Board of Directors.

It is intended that this information is sufficiently specific to be meaningful but sufficiently flexible to be practical in the governance of the Board. Any change in this guide requires 100% participation of Board members and a two thirds (2/3) majority vote to make such changes. Changes contemplated are to be based on current social, economic or other Club operational factors affecting the Club at the time they occur.