

CONSTITUTION AND BY-LAWS

OF THE

TOLEDO ROTARY CLUB



Adopted June, 1912

TOLEDO, OHIO
The Blade Printing & Paper Co.

CONSTITUTION

ARTICLE I.

NAME

The name of this organization shall be the "TOLEDO ROTARY CLUB."

ARTICLE II.

OBJECTS

(a) To develop and exchange among its members the newest, best and most successful business ideas; and to promote progressive and honorable methods in trade generally.

(b) To advance the individual business interests of its members, through the media of acquaintanceship, publicity and personal recommendation, and by having each member endeavor to give individual and special attention and consideration to business from fellow members and their friends.

(c) To promote the best interests of the City of Toledo, Ohio, commercially and otherwise, and to foster and spread the spirit of Civic pride and loyalty among its citizens.

(d) To promote good fellowship by strengthening the ties of friendship among business acquaintances.

(e) To broaden the members by contact with men of widely different occupation, and to study and appreciate the special service and proper interests of each of them.

(f) To promote advanced and ethical standards in business conduct by teaching that service is the only basis for probable or deserved success.

ARTICLE III.

MEMBERSHIP QUALIFICATIONS

Section 1. Any person who is directly, and not indirectly, employed as proprietor, partner, corporate officer, sales manager, purchasing agent of a local firm or corporation, or resident manager of a foreign firm or corporation, engaged in any reputable business or professional under-

taking in the City of Toledo, shall be eligible to membership.

Provided, that no person shall be elected to membership who is engaged in a line of business already directly, and not indirectly, represented by a member.

PARTNERSHIP MEMBERS

Sec. 2. Partners of members and officers of a corporation already represented may, on motion of such member, or on motion of the representative of such corporation, become eligible to membership, but the membership of such person shall not endure longer than his partnership with such member, and the membership of such corporate officer shall not endure longer than his official connection with such corporation.

WAITING LIST

Sec. 3. Applications for membership may be received at any time in any line of business already represented in the membership. Such applications shall be filed and constitute a waiting list to be acted upon in the order of their receipt when a vacancy shall occur in said applicant's line of business.

DURATION OF MEMBERSHIP

Sec. 4. Membership shall endure for life, unless forfeited as hereinafter and in the By-Laws provided, or until a member changes his line of business and thereby comes in competition with some other member. In such event, the person who has changed his business shall cease to be a member but his name shall be placed at the head of the waiting list in his new line of business. Any member may be expelled at any monthly meeting, a quorum being present, by a two-thirds affirmative vote, provided that such member shall have been given at least ten days' written notice of such pending motion, with reason for his proposed expulsion, either by personal delivery by the Secretary or by registered letter.

FORFEITURE OF MEMBERSHIP

Sec. 5. Any member who refuses or neglects to pay any indebtedness to the Club within ten days after demand has been made by registered letter or personally from the Secretary shall thereby forfeit his membership.

Any member who has been absent from four consecutive meetings and fails to deliver to the President or Secretary a written explanation in

sufficient time for presentation at the next directors' meeting, which explanation shall prove satisfactory to a majority of the Board of Directors, shall, by action of the Board of Directors, be declared to have forfeited his membership, provided that any member who has been absent for four consecutive meetings, shall be notified of such fact by registered letter by the Secretary before such action is taken.

Any member who, personally or if anyone connected in any way with the concern he represents, shall become a member of any other club or organization in the City of Toledo, which limits its membership to one member in any one line of business, and whose objects or purposes shall be the promotion of the business interests of its members, shall thereby forfeit his membership.

Any member who forfeits his membership shall also forfeit any dues he may have paid.

ELECTION TO MEMBERSHIP

Sec. 6. Candidates who have been duly found eligible by the membership committee shall be declared elected by the unanimous vote of the Board of Directors at any regular or special meeting of said Board, a quorum being present, provided that all names of applicants, together with the name of firm represented, their official title and the classification under which application is made, shall have first been mailed to the last known address of all members, who shall have ten days in which to file an objection to any of said applicants, such objection to be made either verbally or in writing to any member of the Membership Committee or to the Secretary of the Club. The Chairman of the Membership Committee shall at the end of ten days report to the Board of Directors the names of all applicants found duly eligible, also those to whom objections have been made, together with such objections. The Board of Directors shall first vote upon such objections and one vote in favor of an objection shall sustain the objection and prevent the election of the applicant in question.

RESIGNATION

Sec. 7. The resignation of any member shall become operative immediately upon delivery of same to the President or Secretary, provided that all indebtedness of said member to the Club has been paid.

ARTICLE IV.

OFFICERS

The officers shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, Statistician and Board of Directors.

ARTICLE V.

DUTIES OF OFFICERS

PRESIDENT

Section 1. It shall be the duty of the President to preside at all meetings of the Club and of the Board of Directors and to perform such other duties as ordinarily pertain to that office. He shall not be eligible for re-election.

FIRST VICE-PRESIDENT

Sec. 2. It shall be the duty of the First Vice-President, in the absence of the President, to preside at all meetings of the Club, and of the Board of Directors, and to perform such other duties as ordinarily pertain to that office.

SECOND VICE-PRESIDENT

Sec. 3. It shall be the duty of the Second Vice-President, in the absence of the President and First Vice-President, to preside at all meetings of the Club and of the Board of Directors, and to perform such other duties as ordinarily pertain to that office.

SECRETARY

Sec. 4. It shall be the duty of the Secretary to keep a perfect record of the minutes of each meeting, to collect and receive all moneys due to the Club, keep an accurate record of the same, and to deliver all such funds to the Treasurer, together with a detailed statement thereof, at each monthly meeting; keep a complete list of the members, together with the name of the firm or corporation each is connected with, the character of his business, his business address and telephone numbers; send out notice of meetings, and to perform such other duties as ordinarily pertain to the office and as are provided for herein.

TREASURER

Sec. 5. It shall be the duty of the Treasurer to hold custody of all funds, account for same to the Club at its annual meeting, and at any other time upon demand by the Board of Directors; and on his retirement from office to turn over to

his successor, or to the President, all books of account and funds in his possession belonging to the Club, and to perform such other duties as ordinarily pertain to the office, or are provided for herein. He shall give such bonds as may be required by the Board of Directors, and any expense for such bond shall be paid by the Club.

STATISTICIAN

Sec. 6. It shall be the duty of the Statistician to keep a record of the items of business transacted or influenced between members.

BOARD OF DIRECTORS

Sec. 7. The Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and four other members, who shall constitute the governing body, and whose decision in all matters shall be final (except as provided in Article Seven of the Constitution); shall have general control over all officers and committees, and may for good cause declare any office or offices vacant. Appeal from the decision of all committees and from the rulings of all officers may be taken to the Board of Directors.

ARTICLE VI.

ELECTION OF OFFICERS

The general election of all officers and directors shall take place at the annual meeting to be held on the third Tuesday in June. All officers shall be elected for one year, or until their successors are elected and installed.

Whenever any office becomes vacant, the vacancy shall be filled by receiving nominations of candidates for such office at the meeting following such vacancy, and the election of such successor at the next monthly meeting thereafter. The Secretary shall mail a notice to the members of such meeting and election, containing the names of all the candidates placed in nomination.

ARTICLE VII.

Appeal may be taken from any resolution or action by the Board of Directors, within one month following the adoption of such resolution or action by written request of members constituting twenty-five per cent of the total membership of the Club and filed with the Secretary.

When such written request is filed with the

Secretary it shall be his duty to notify all members of the Club of the contents of said request, at least one week in advance of the date of the meeting, at which the same shall be brought up for discussion. At such meeting any member may call for a discussion of the resolution or action appealed from and if a majority of the total membership of the Club are in favor of rescinding the action or resolution of the Board of Directors the same shall be considered void and of no effect.

ARTICLE VIII.

AMENDMENTS

Amendments to these Articles may be made by a vote of two-thirds of the members present at any monthly meeting; provided that before such amendment is voted on, a copy of the proposed amendment shall be mailed, together with a notice of the time of the meeting at which it is to be voted on, to each member at least one week before such meeting.

BY-LAWS

ARTICLE I.

MEETINGS

Section 1. The meetings of the Toledo Rotary Club shall be every Friday or every other Friday as the Board of Directors may elect. The monthly business meeting of the Club shall be held on the third Tuesday of each month.

Sec. 2. The regular meeting of the Board of Directors shall be held on the second Tuesday of every month. Special meetings of the Board of Directors shall be called by the President whenever he deems it necessary, or whenever requested, in writing, by two members of the Board. At least 24 hours' shall be given by the Secretary to members of the Board of all such meetings. Seven members shall constitute a quorum.

ARTICLE II.

QUORUMS

Twenty-five per cent. or more of the members shall constitute a quorum for the transaction of business at any meeting of this Club.

ARTICLE III.

PROXIES

Proxies shall not be recognized.

ARTICLE IV.

INITIATION FEES AND DUES

The initiation fee shall be \$10.00, which shall accompany the application for membership. In the event any application is rejected such initiation fee shall be refunded to the rejected candidate.

Membership dues shall be \$10.00 per annum, payable semi-annually in advance, provided new members shall not be liable for dues for the quarter in which they are admitted. The fiscal year commences July 1st.

ARTICLE V.

METHOD OF VOTING

All business of this organization shall be transacted by viva voce vote, except election of officers and directors, which shall be by ballot.

ARTICLE VI.

COMMITTEES

The President shall appoint the following committees:

- Membership.
- Publicity.
- Grievance.
- Audit.
- Entertainment.

All committees, unless otherwise provided for, shall be appointed by the President. The President and Secretary shall be members ex-officio of all committees.

ARTICLE VII.

The Membership Committee shall consist of five members. The duties of the Membership committee shall be to investigate the eligibility of each person proposed for membership.

Whenever there is any question as to whether the business of a candidate infringes upon or comes in competition with the business of any member, it shall be the duty of the Membership Committee to discuss the matter with such member, and if it shall then be the judgment of the Membership Committee that the admission of the candidate be an infringement upon the rights of such member, then the Membership Committee shall declare the candidate ineligible.

ARTICLE VIII.

PUBLICITY COMMITTEE

The Publicity Committee shall consist of two members, and it shall be the duty of such Committee to devise and put into execution plans to publish information relative to the affairs of the Toledo Rotary Club, so far as it is consistent with its general intents and purposes, and to assist in the organization and establishment of similar clubs throughout the United States.

ARTICLE IX.

GRIEVANCE COMMITTEE

The Grievance Committee shall consist of three members, whose duty it shall be to give consider-

ation to and pass upon the merits of all complaints of one member against another.

The Grievance Committee shall report its findings at any meeting and any member found guilty of entering into a business in competition with other members shall be expelled by two-thirds vote of the members present, notice of such meeting and of the findings of the Grievance Committee having been mailed by registered letter to such offending member by the Secretary, at least ten days before the meeting at which the decision of the Grievance Committee is to be voted on.

Any member found guilty of disclosing to a non-member information about prospective business obtained at any meeting, shall be expelled by two-thirds vote of the members present; notice of the decision of the Grievance Committee and of the time when the same is to be voted on, shall be mailed by the Secretary by registered letter to the offending member at least ten days prior to such meeting.

Any complaining member may appeal from any adverse decision of the Grievance Committee to the Board of Directors.

ARTICLE X.

AUDIT COMMITTEE

The Audit Committee shall consist of three members, whose duty it shall be to audit the books of the club at least once a year.

ARTICLE XI.

ENTERTAINMENT COMMITTEE

The Entertainment Committee shall consist of five members, whose duty it shall be to arrange for suitable social gatherings after receiving the approval of the Board of Directors.

ARTICLE XII.

NOMINATION COMMITTEE

The nomination Committee shall consist of seven members. At the monthly meeting held on the third Tuesday in May of each year, the members present shall elect the Nomination Committee, one of whom shall be an officer or member of any standing committee of the Club. Notice of the meeting for this purpose shall be mailed by the Secretary to all members of the Club, at least three days before the time such meeting is held.

The Nomination Committee shall, within ten days after their election, prepare and mail to each

member a blank ballot containing the names of all offices to be filled, with a blank space underneath each office mentioned, together with a stamped envelope, addressed to the Chairman. Any member desiring to nominate a candidate shall write on such ballot the name or names of his candidates, and shall mail the same to the Chairman of the Nomination Committee within such time as said Committee shall prescribe. The Chairman shall hold said envelopes unopened until the meeting of the Committee, at which meeting the envelopes shall be opened and the two candidates for each office nominated by the highest and next highest number of members shall be the nominees. The Nomination Committee shall then prepare a printed ballot containing the names of the two candidates for each office, and shall mail a copy of such ballot to each member of the Club at least one week prior to the Annual Election.

ARTICLE XIII.

ORDER OF BUSINESS

Section 1. The Order of Business at the noon-day meeting shall be at the discretion of the President.

Sec. 2. The Order of Business at the monthly business meetings shall be as follows:

Reading of minutes of last meeting.

Report of the Board of Directors.

Report of Regular Committees.

Reports of Special Committees.

Communications.

Report of Treasurer.

Reports of Business Received, Given or Influenced.

Installation of Officers.

Unfinished Business.

New Business.

For the Good of the Club.

ARTICLE XIV.

AMENDMENTS

Amendments may be made to these By-Laws by a vote of two-thirds of the members who may be present at any monthly meeting; provided, that before such amendment shall be voted on a written copy of the proposed amendment be presented and read at the meeting previous to the meeting at which it shall be voted on, and provided that a copy of such proposed amendments shall be mailed to each member at least one week before the meeting, at which time same is to be voted on.