NOTICE OF PROPOSED BYLAW AMENDMENTS

TO: Members of Rotary of Grosse Pointe

FROM: Board of Directors

RE: Bylaw amendments

DATE: October 17, 2013

At the Board meeting held today, the Board of Directors of our Club approved two changes to the Club’s Restated Bylaws. You will recall that last spring the members voted to approve these Restated Bylaws. It was recently called to light that the Restated Bylaws failed to include a Bylaw amendment that had been previously approved by the members in November 2007, which changed the election process for the club president, president-elect and president-nominee by placing the selection of presidents in the hands of the Club’s Nominating Committee, with the members retaining the right to make additional nominations from the floor.

The attached proposed amendments are designed to correct our Restated Bylaws so that they conform this selection process to the way the members had previously approved. They do not represent a new change, but merely bring the Restated Bylaws into conformance with what our selection process has been for the past 5 years.

We will have a formal vote to approve these Bylaw amendments at our regular Club meeting on October 28. This memorandum constitutes the notice of the proposed changes that is required to be given under the Restated Bylaws, which allow for notice to be given by mail or electronic mail (email). For those few members who do not have email, this memo and the accompanying proposed amendments will be sent today by regular mail. Approval of the proposed amendments requires the affirmative vote of 2/3 of the members present on October 28, provided that a quorum of members is present. A quorum of members is 1/3 of the total membership.
Article I, Section 2, of the Restated Bylaws of Rotary of Grosse Pointe is amended to read in its entirety as follows:

ARTICLE I
BOARD OF DIRECTORS

Section 2. Election of Directors. At a regular meeting of members held in November of each year, the Nominating Committee shall nominate one person for election as President-Nominee and at least six persons for election as directors. Nominations also may be made by the members at that meeting. Nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting of the members held as provided in Article III, Section 1, of these Bylaws. The candidate for President-Nominee that receives the greater number of votes shall be elected to serve as President-Nominee and as a director of the Club beginning on the July 1 next following the date of the election, and this person will succeed to the office of President-Elect on the first anniversary of such July 1 and then shall succeed to the office of President on the second anniversary of such July 1. The three candidates for election as directors that receive the greatest number of votes shall be elected as directors and shall serve a two-year term beginning on the July 1 next following the date of the election.

Article VI, Sections 1, 2, 3, and 4, of the Restated Bylaws of Rotary of Grosse Pointe are amended to be renumbered as Sections 2, 3, 4, and 5, respectively, and a new Section 1 is added to Article VI to read in its entirety as follows:

ARTICLE VI
COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall consist of all Past Presidents who are Club members in good standing ("Eligible Past Presidents") and shall be chaired by the Immediate Past President. During the month of October, the Nominating Committee shall perform the function of selecting a nominee for election as President-Nominee and at least six nominees for election as directors of the Club, as provided in Article I, Section 2, of these Bylaws. One-third of the total number of all Eligible Past Presidents shall constitute a quorum of the Nominating Committee for the purpose of conducting such business.

Approved by the Board of Directors at its regular meeting on October 17, 2013.