

**BYLAWS OF THE ROTARY CLUB OF  
MOUNTAIN HOME, ARKANSAS  
(PROTECTED)**

**Article 1 Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

**Article 2 BOARD OF DIRECTORS**

**Section 1** – The governing body of this club shall be the Board, elected in accordance with Article 3, Section 1 of these Bylaws.

**Section 2** – The Board shall consist of seven (7) members: The President, immediate Past President, the Secretary, and four other Members, one of whom shall be elected annually, as provided in Article 5, Section 1 for a term of five years. A Director who has served as club president shall serve an additional year on the board as immediate Past President.

**Section 3** – Officers of the Board shall consist of a President, a President-Elect, a President Nominee, and the Secretary. Officer positions, of the Board, shall be filled by an annual ascension of the member of the Board in the chronological order to which they were elected to the Board.

**Section 4** – Any vacancy occurring in the officer positions shall be filled by the chronological ascension of the remaining officers and members of the Board. Each such ascension shall serve to effectively reduce each Director's initial five year term by one year. An elected director whose term has not yet commenced is considered to be in the line of ascension. The subsequent vacancy remaining after this ascension shall be filled in accordance with Article 3, Section 1.

**Section 5** – The Board may adopt rules regulating its business meeting procedure, and if a procedural dispute shall arise, "Robert's Rules of Order" shall prevail. The Board shall convene at meetings at such time and place as shall be determined by the Board.

**Article 3 ELECTION OF DIRECTORS**

**Section 1** – At a regular meeting one month or more prior to the annual club meeting for election of a new director as provided in Article 5, Section 1, nominations shall be called

for by the presiding officer for candidate(s) for any existing open position(s) on the Board. Any number of nominations may be made by the Members from the floor. These nominations shall be placed upon a ballot and voted for at a weekly meeting prior to December 31st. The candidate securing the highest number of votes, as voted upon by the general membership, shall be declared elected for the coming Year (except when the election is for the purpose of filling a vacancy, in which case the newly elected director's term begins immediately upon election).

**Section 2** – The Board shall meet within one (1) week after the annual director election meeting and shall appoint the following: A treasurer, and a sergeant-at-arms, any or all of whom may or may not be members of the Board.

**Section 3** – The position of Secretary is considered to be a long-term position, with tenure in this office being considered advantageous to the Club. The Secretary shall serve at the pleasure of the Board and the Club. When a vacancy occurs, the Secretary shall be appointed by the Board, and that appointment shall be presented to the Club for ratification.

**Section 4** – A vacancy in the Board shall be filled in accordance with the procedures outlined in Article 3, Section 1 above, at any regular meeting date determined and announced by the Board, provided nominations are called for 30 days in advance of the special election. A vacancy in any other office shall be filled by action of the members of the Board.

#### **Article 4      DUTIES OF OFFICERS**

**Section 1** – President: It shall be the duty of the president to preside at meetings of the club and of the Board and to perform such other duties as ordinarily pertain to this office.

**Section 2** – President-Elect: It shall be the duty of the president-elect to serve as a member of the Board of the club and to perform such other duties as may be prescribed by the president or Board.

**Section 3** – President-Nominee: It shall be the duty of the president-nominee to serve as a member of the Board of the club and to perform such other duties as may be prescribed by the president or Board.

**Section 4** – Directors: It shall be the duty of the Directors to preside at meetings of the club and of the Board in the absence of the president and president-elect and to perform such other duties as ordinarily pertain to this office.

**Section 5** – Secretary: It shall be the duty of the secretary to 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, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including pro-rated reports to the general secretary on October 1st and April 1st of each active Member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to The Rotarian, and perform such other duties as usually pertain to this office.

**Section 6** – Treasurer: It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his successor or the president all funds, books of accounts or any other club property in his/her possession.

**Section 7** – Sergeant-At-Arms: The duties of the sergeant-of-arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the president or the Board.

**Section 8** – Immediate Past President: Immediate past presidents shall be members of the Board.

## **Article 5      MEETINGS**

**Section 1** – Annual Meeting: An annual meeting of this club shall be held on the second Thursday in December of each year, at which time the election of a new Director to serve for a five-year term shall take place.

**Section 2** – The regular weekly meetings of this club shall be held on Thursday at 12:00 Noon; or at such days and times as the Board may from time to time designate and direct. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the club. All Members excepting an honorary member (or Member excused by the Board of this club, pursuant to Article 9, Section 3 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club.

**Section 3** – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4** – Regular monthly meetings of the Board shall be held at the time and place designated by the Board. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5** – A majority of the Board members shall constitute a quorum of the Board.

## **Article 6 FEES AND DUES**

**Section 1** – The Rotary Club of Mountain Home does not assess an admission fee; and the dues of a new Member shall be pro-rated based upon the number of months remaining in that Rotary year.

**Section 2** – The membership dues shall be established by the Board and approved by the membership from time to time and will be billed by the club secretary to each Member in April. Dues are payable upon receipt of the club's bill. Members whose dues are not received by July 1 will be dropped from the club. It is understood that a portion of each Member's dues shall be applied to that Member's subscription to *The Rotarian* magazine, and that \$10.00 of each Member's annual dues be contributed to The Rotary Foundation.

## **Article 7 METHOD OF VOTING**

The business of this club shall be transacted by via voice vote except the election of officers and Directors, which shall be by ballot.

## **Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service.

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill

vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of Members.
- **Public Relations**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Service Projects**  
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws 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 and approved by the Board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

## **Article 11 LEAVE OF ABSENCE**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the club for a time not to exceed 12 months.

## **Article 12 FINANCES**

**Section 1** – The treasurer shall deposit all funds of the club in some bank to be named by the Board.

**Section 2** – All bills shall be paid only checks signed by the treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

**Section 3** – Officers 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, cost of bond to be borne by the club.

**Section 4** – The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of Members' dues. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Section 5** – At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

## **Article 13      METHOD OF ELECTING MEMBERS**

**Section 1** – The name of a prospective Member, proposed by an active Member of the club, shall be submitted to the Board in writing, through the club secretary. A transferring or former Member of another club may be proposed to active Membership by the former club. The proposal, for the time being, shall be kept confidential, except as otherwise provided in this procedure.

**Section 2** – The Board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

**Section 3** – The Board shall approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposer, through the club secretary, of its decision. In the event an objection as provided herein in Article 13, Section 5, is received within the prescribed time frame, the time for board approval may be extended by seven (7) days.

**Section 4** – If the decision of the Board is favorable, the prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective Member shall be requested to sign the Membership proposal form and to permit his or her name and proposed classification to be published to the club. Publication shall be considered accomplished when the proposed member's name is announced (or emailed) to the membership on the date of a regular club meeting.

**Section 5** – If no written objective to the proposal, stating reasons, is received by the Board from any Member (other than honorary) of the club within seven (7) days following publication of information about the prospective Member, that person, as prescribed in these by-laws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. Objections shall be considered valid if the proposed Member does not meet the qualifications described in the Rotary International Constitution, as they may be amended from time to time. The current qualifications contained in Article 5, Section 2 (a) of the RI Constitution are attached as Appendix I. If approved despite the objection, the proposed Member shall be considered to be elected to membership.

**Section 6** – Following the election, the president shall arrange for the induction of the new Member; the club secretary shall issue a membership card and shall report the new Member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a Member to assist in the assimilation of the new Member.

**Article 14 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 discussion.

**Article 15 ORDER OF BUSINESS**

- Meeting called to order.
- Introduction of visiting Rotarians and guests.
- Correspondence and announcements.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

**Article 16 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 notice of such proposed amendment shall have been mailed to each Member, or announced and published at a regular meeting of the club, at least (fourteen) 14 days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of RI. Said mailing or publication may be accomplished via email.

Approved by the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2011.

Bill Anderson, President	Mary Selligman, Secretary
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Approved by the membership of the Rotary Club of Mountain Home, Arkansas, this \_\_\_\_\_ day of \_\_\_\_\_, 2011.

Bill Anderson, President	Mary Selligman, Secretary
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Exhibit I  
(Excerpt of the Rotary International Constitution)

**Article 5 Membership**

**Section 2** *Composition of Clubs.*

- (a) A club shall be composed of active members each of whom shall be an adult person of good character and good business, professional and/or community reputation,
- (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
  - (2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
  - (3) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
  - (4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
  - (5) having the status of Rotary Foundation alumnus as defined by the board  
and  
having his or her place of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to meet all conditions of club membership.
- (b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.
- (c) The bylaws of RI may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.
- (d) In countries where the word "club" has an inappropriate connotation, Rotary clubs, with the approval of the board, will not be obliged to use it in their names.