



# BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

## ARTICLE 1 – DEFINITIONS

1. Club                               The Rotary Satellite Club of Hot Springs Village After Hours and its Members
2. Board                              The Club Board of Directors
3. Officer                            Chair, Chair Elect, Immediate Past Chair, Secretary, and Treasurer
4. Director                          A member of the club's board of directors. (Officers are Directors)
5. Chair Designate                 An active member elected to become Chair-Elect at the end of the term of the current Club Chair and Chair of the Club the following year.
6. Active Member                 A member of the club in good standing as defined in the Club's Constitution (other than an Honorary Member.)
7. Sponsor                          An active member who proposes a new member for the Club.
8. RI                                  Rotary International
- RCHSV                            Rotary Club of Hot Springs Village
- RSCHSVAH                       Rotary Satellite Club of Hot Springs Village After Hours
9. Quorum                          The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for Club Board decisions
10. Fiscal Year                     The 12-month period that begins on 1 July
11. Club Constitution             The Constitution of the Rotary Club of Hot Springs Village also known as the Standard Rotary Club Constitution

## ARTICLE 2 – BOARD OF DIRECTORS

**At startup:** The governing body of the Club shall be the Board of Directors consisting of a minimum of three (3) members of the club, namely: A Chair, Chair Elect, Secretary, and Treasurer elected by the members at the club's first organizational meeting. The Past-District Governor shall be an ex officio member of the board. The sponsoring club's Membership Director, as appointed by the President, shall serve as liaison and an ex officio member of the board.

**Beginning 1<sup>st</sup> Fiscal Year Period:** The governing body of the Club shall be the Board of Directors consisting of a minimum of five (5) members of the club, namely: A Chair, Chair Elect, Past Chair, Secretary, and Treasurer each elected in accordance with Article 3 of these Bylaws. The Past-District Governor and Membership Chair of RCHSV shall be an ex officio member of the board.

## ARTICLE 3 – ELECTION OF DIRECTORS AND TERMS OF OFFICE

**Section 1 – Eligibility for Office:** All active members of the Club except Honorary Members are eligible to be elected to the Board.

**Section 2 – Nomination and Election:** At a regular meeting one month prior to the meeting for election of officers, the Chair shall ask for nominations by members of the club for secretary, treasurer, chair-



## BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

designate and any director positions added via an addendum to the bylaws.

The nominations may be presented by a nominating committee consisting of the immediate past Chair (if the position is filled, the current Chair, the Chair-elect; by members from the floor; or both. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting in December. The candidates for Chair-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected as Officers. Any candidates for directors receiving a majority of votes shall be declared elected as directors.

The member elected Chair-elect shall serve as Chair-Elect and Chair nominee beginning on the first day of July next following the election. The Chair nominee (current Chair-Elect) shall take the title of Chair on the first day of July next following the election and shall serve as an officer during that year. On July immediately following that year, the Chair-elect shall assume office as president. Since this order of succession is predefined, the office of Chair normally need not be part of the annual election.

**Section 3 – Vacancy of a Director.** A vacancy on the Board of Directors shall be filled by action of the remaining board members.

**Section 4 – Vacancy of a Director-elect.** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board members-elect.

**Section 5 – Vacancy Immediate Past Chair.** A vacancy in the position of immediate Past Chair, the incoming Chair shall appoint another Past Chair of the Club (if available) to fill the position and assume the duties of the immediate Past Chair.

**Section 6 – Terms.** The terms of office for all officers and directors shall be one year.

### ARTICLE 4 – DUTIES OF OFFICERS

**Section 1 – Chair.** It shall be the duty of the Chair to preside at meetings of the Club and the board and to perform other duties as ordinarily pertain to the office of Chair. The Chair shall ensure that the board has prepared an annual budget for the club before the start of the year and shall, with the assistance of the treasurer, monitor the status of that budget through the year.

**Section 2 – Chair-elect.** It shall be the duty of the Chair-elect to serve as a member of the Board of Directors of the Club, to preside at meetings of the Club and Board in the absence of the Chair, and to perform such other duties as may be prescribed by the Chair or Board. It shall be the primary responsibility of the Chair-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 Fiscal Year.



## BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

**Section 3 – Secretary.** It shall be the duty of the Secretary to maintain the Club records; keep the records of membership; record the attendance at meetings, send out notices of meeting of the Club, Board and Committees; record and preserve the minutes of such meetings and report as required to RCHSV and perform such other duties as usually pertain to the position of Secretary. The secretary shall be one of two officers authorized to sign checks on the club operations checking account.

**Section 4 – Treasurer.** It shall be the duties of the Treasurer to have custody of all Club funds, to maintain accurate records of Club financial activity (accounting for the same in writing to the Club annually and at any other time upon demand by the Board), and to perform other duties as pertain to the office of treasurer. After the Board has created its annual budget for the club, the treasurer shall maintain records of income and expenses related to the budget and report to the Board on the status of that budget at the monthly Board meetings. Invoices to club members for quarterly dues and record of payment will be the responsibility of the sponsor club treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or the Chair, all funds, books of accounts, and any other club property. The treasurer is not authorized to sign checks on club checking account.

**Section 5 – Immediate Past Chair.** It shall be the duty of the Immediate Past Chair to serve on the Board and provide long-term continuity to the Board. The Immediate Past Chair shall also serve as Club Foundation chairperson for the Rotary Foundation. He or she shall undertake activities that raise funds for the Rotary Foundation and to meet the annual fund-raising goals established by RI or Rotary District 6170. Until such time as the position of Immediate Past Chair is filled through succession, the President of the sponsor club shall appoint the Foundation Chair to serve as liaison to the satellite club.

*Note: Duties in Section 6 - 8 to be filled as needed by the club.*

**Section 6 – Duties of the Membership Committee Chair.** The Membership Chair shall oversee all efforts to increase the membership of the Club, new member induction ceremonies, and member progression from novice to veteran Rotarian.

**Section 7 – Duties of Public Image Committee Chair.** The Public Image Chair shall oversee all press and media relations, pro-actively promote club activities, and strive to ensure that the Club and RI maintain a positive public image.

**Section 8 – Duties of the Club Service Committee Chair.** The Club Service Chair shall oversee all activities related to the physical operation of the club including meeting location, meals (if applicable), audio-visual equipment, meeting setup and the like.

### ARTICLE 5 – MEETINGS

**Section 1 – Annual Meeting.** An annual meeting of this Club shall be held in December on a date determined by the Board of Directors for the election of Officers and Directors to serve in the ensuing Fiscal year.



## BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

**Section 2 – Regular Meetings.** The Club shall hold a minimum of one (1) scheduled meetings as determined by the Board of Directors and club members for the purpose of conducting club business, education, and fellowship. All members are encouraged but not required to attend all activities. Primary expectation shall be every member strives to complete one service project per month. Service hours to be tracked and reported to club secretary.

The Club's business meeting will meet as follows: Every first Wednesday of the month from 5:00 pm social hr; 5:30 pm to 6:30 pm meeting at an agreed to location within Hot Springs Village. The purpose is to discuss club business, hear educational talks, and enjoy fellowship. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members via email and the club website. Additional events and service projects meetings shall be posted on the HSVRotary.org website calendar.

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

**Section 4 – Board Meetings.** Board meetings shall be held every other month on (fill-in date/time). A Special Meeting may be called by the Board with reasonable notice by the Chair or upon the request of two Directors.

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

### ARTICLE 6 – DUES

**Section 1 – New Member Initiation Fee.** The Board shall set the new member fees at an amount to cover the cost of materials given to the new member. For a new member joining Rotary for the first time, those materials include a new member kit with a lapel pin and a name badge. For a new member who has been a member of a Rotary club in the past, those materials include a name badge.

**Section 2 – RI and District fees, the Rotary Magazine subscription, other fees as set by the RCHSV.** These fees will be invoiced by the RCHSV Club Treasurer to all active members who shall pay these dues annually either in full on July 1<sup>st</sup> of each fiscal year or quarterly on the 1<sup>st</sup> day of July, October, January, and April. New member joining during the year shall pay pro-rata dues. Dues will be considered delinquent if not paid by the end of the quarter and the RCHSV Treasurer will provide the RSCHSVAH Board the names of any member who are delinquent in their dues.

**Section 3 – Club (RSCHSVAH) administrative fees.** These fees shall be set by the Club Board and approve by club members. The Club Treasurer shall invoice all active club members who shall pay these dues annually either in full on July 1<sup>st</sup> of each fiscal year or quarterly on the 1<sup>st</sup> day of July, October, January and April. Dues will be considered delinquent if not paid by the end of the quarter and the Club Treasurer will provide the Board the names of any member who are delinquent in their dues.



## BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

### ARTICLE 7 – METHOD OF VOTING.

The general business of this club shall be transacted by voice vote or a show of hands. As appropriate, the Chair may choose to hold elections for directors and officers by ballot.

### ARTICLE 8 – COMMITTEES

**Section 1 – Purpose.** The Club's committees are charged with carrying out the annual and long-range goals of the Club based on the Club's Avenues of Service.

**Section 2 – Ex-officio Committee Member.** The Chair is an ex officio member of all committees and, as such, has all the privileges of membership.

**Section 3 – Responsibility and Authority.** 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 Chair 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. Each committee chair shall monitor the expenditure of funds allocated to the committee for its activities and shall report to the Board on all activities. Each committee chair shall maintain a continuity file in Dacdb; update as required; and when the committee chair changes hands, the continuity file shall be available to the new chair.

**Section 4 – Nominating Committee.** This committee shall consist of the past-Chairs of the Club who are current members of the Club and the current Chair and Chair-elect. The Club's current Chair-elect shall chair this committee.

**Section 5 – Other Committees.** The Chair may appoint additional committees to assist in the operation of the Club.

### ARTICLE 9 – FINANCES

**Section 1 – Budget.** Prior to the beginning of each Fiscal Year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget and funds shall be processed by and accounted for by the Club's Treasurer. Many line items in the budget will be developed to support the activities (in detail) of a specific committee. Each committee chair shall be responsible for monitoring the status of those line items related to their committee and no committee member may cause funds to be expended for the committee without approval of the committee chair. For line items that do not relate to a specific committee, expenditures may be authorized by the Chair.

**Section 2 – Custody of Funds.** The Club Treasurer shall deposit all funds of the Club in the bank(s) named by the Board.



**BYLAWS OF ROTARY SATELLITE CLUB OF  
HOT SPRINGS VILLAGE AFTER HOUR  
October, 2019**

**Section 3 – Payment of Debts.** The Club Treasurer or another authorized Officer shall pay all bills only when approved by an officer or director having oversight of the affected portion of the budget. All requests for payments shall be documented by a check request form showing the appropriate budget line item and purpose and amount of the expense and bearing the approval of the appropriate approving officer or director. Each check requested should be accompanied by an invoice or receipt related to the expenditure.

**Section 4 – Audit.** A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5 – Annual Financial Statement.** Club members shall receive an annual financial statement of the club.

**Section 6 – Fiscal Year.** The fiscal year of the club shall extend from 1 July to 30 June and for the collection of members dues shall be divided into four quarterly periods extending from 1 July to 30 September, from 1 October to 31 December, from 1 January to 31 March, and from 1 April to 30 June.

**Section 7 – Additional Fees/Funds.** In addition to the fees and dues described in Article 6, the Club may raise funds for its operations and charitable works through a variety of voluntary payments. These payments may include, but are not limited to:

- (a) birthday checks
- (b) happy dollars

**ARTICLE 10 METHOD OF ELECTING MEMBERS**

**Section 1 – Definition of Member.** Members of the satellite club are also members of the sponsoring club and, as such must meet the approval processes stated below.

**Section 2 – Nomination.** A new member proposal by a Sponsor (active member) shall be submitted in writing through the Club Secretary to the Board for acceptance. A transferring or former member of another club (including the sponsoring club) may be proposed to active member by the former club through its Club Secretary. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 3 – Qualifications.** The Board shall ensure that the proposed new member meets all the membership requirements of the RCHSV Constitution.

**Section 4 – Approvals.** The Club (RSCHSVAH) Board shall approve or disapprove the proposal with 30 days of its submission and shall notify the Sponsor (proposer), through the Club Secretary, of its decision. The Club Secretary shall also send a copy of the pending proposal to the RCHSV Club Secretary for the purpose of review and approval by its Board. The RCHSV Board shall reply within one week of receipt of proposal.



## BYLAWS OF ROTARY SATELLITE CLUB OF HOT SPRINGS VILLAGE AFTER HOUR October, 2019

**Section 5 – Publication.** If the decision of the Board is favorable, the prospective member shall be informed by the Club Secretary and Sponsor of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the new member application, if not previously signed, and to permit his or her name to be published to the club members.

**Section 6 – Election.** If no written objection to the proposal, stating reasons, is received by the Board from any active member (other than honorary) of the club within seven days following publication of information about the prospective member, that person 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. If approved despite the objection, the proposed member, upon payment of applicable dues (as prescribed in these Bylaws) shall be considered to be elected as a member.

**Section 7 – Induction.** Following the election, the Chair shall arrange for the new member's induction and new member's Rotary literature.

**Section 8 – Honorary Election.** The Club may propose Honorary Members in accordance with the Club's Constitution and approval by the RCHSV Board.

### ARTICLE 11 – RESOLUTIONS

The Club shall not consider any political, religious, or business endorsement resolutions or motion to commit the Club or RCHSV on any matter until the RCHSV and RSCHSVAH have considered and approved the resolution. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

### ARTICLE 12 – ORDER OF BUSINESS

Unless announced otherwise by the Chair before or at the beginning of a meeting, the following shall be the usual order of business:

1. Call to order
2. Introduction of visitors
3. Announcements
4. Rotary Minute – 3 minute Member spotlight
5. Program (guest speaker, rotary video, etc.)
6. Club Business - Committee Reports
7. New Business
8. Happy \$'s
9. 4-Way Test
10. Adjournment





**BYLAWS OF ROTARY SATELLITE CLUB OF  
HOT SPRINGS VILLAGE AFTER HOUR  
October, 2019**

**ARTICLE 13 – ANNUAL REVIEW**

The Board of Directors shall review these Bylaws at least once annually to insure they continue to meet the needs of the Club, RCHSV, and RI.

**ARTICLE 14 – AMENDMENTS**

These bylaws may be amended at any regular club meeting. A Quorum being present, by two thirds vote of all members present, provided an electronic copy of such proposed amendment shall have been mailed or personally delivered to each member at least ten (10) days before such a meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Club's Constitution, RCHSV Bylaws and with the Constitution and Bylaws of RI.