

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. Quorum: The minimum number of participants who must be present when a vote is taken.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of thirteen members of the club, namely, the president, immediate past president, president-elect, vice president, secretary, treasurer, and seven additional directors elected in accordance with Article 3, Section 1 of these bylaws. The seven additional directors shall also serve as the chairmen of the seven areas of service committees. The secretary of the HSV Rotary Charity Corporation shall be an ex officio member of the board.

Article 3 Election of Officers

Section 1 -- The member elected vice president shall serve as vice president and president-nominee beginning on the first day of July next following the election. The president-nominee (current vice president) shall take the title of president-elect on the first day of July next following the election and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president. Since this order of succession is predefined, the office of president normally need not be part of the annual election.

Section 2 -- At a regular meeting one month prior to the meeting for election of officers, the president shall ask for nominations by members of the club for vice president, secretary, treasurer, and seven directors. The nominations may be presented by a nominating committee consisting of the immediate past president, the current president, and the president-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 vice president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The seven candidates for director receiving a majority of the votes shall be declared elected as directors.

Section 3 -- A vacancy in the board or any office shall be filled by action of the remaining board members.

Section 4 -- 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 -- The terms of office for all officers and directors shall be one year.

Article 4 Duties of Officers

Section 1 -- *President.* It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president. The president 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 throughout the year. The president shall be authorized to sign checks on all club checking accounts. **The president shall also appoint one of the directors to serve as a liaison to the satellite club.**

Section 2 -- Immediate Past President. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 -- President-Elect. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board. The president-elect must attend presidents-elect training seminar and the district training seminar to be eligible to assume the office of president.

Section 4 -- Vice President. It shall be the duty of the vice president to serve as the chairman of the program committee, ensuring that weekly club meetings include a variety of appropriate programs. The vice president shall serve as a director and perform such other duties as may be prescribed by the president or the board.

Section 5 -- Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club and board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The secretary shall also maintain current copies of the club's constitution and bylaws and provide copies of these documents to the board and members of the club as necessary. The club website may be used to fulfill this duty. The secretary shall be authorized to sign checks on the club operations checking account.

Section 6 -- Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them 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. The treasurer shall send invoices to all club members, except honorary members, for quarterly dues and record the payment of those dues. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and any other club property. The treasurer shall be authorized to sign checks on all club checking accounts **only when the club is not holding a weekly, in-person meeting or when the president and secretary are not present at a meeting.**

Article 5 Meetings

Section 1 -- Annual Meeting. An annual meeting of this club shall be held during the scheduled club assembly meeting in December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 -- Weekly Meetings. The regular weekly meetings of this club shall be held on Thursdays at 7:00 AM. Due notice of any changes in or canceling of the regular meeting

shall be given to all members of the club. Attendance at weekly meetings will be recorded in accordance with the procedures in Article 12 of this club's constitution.

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

Section 4 -- Board Meetings. Regular meetings of the board will be held each month at a date and time set by the president.

Section 5 -- A majority of the directors shall constitute a quorum of the board.

Section 6 -- The satellite club board shall set the day, time and location of its club's regular meetings. The satellite club shall hold at least two regular meetings a month and may conduct other special meetings or service activities as appropriate.

Article 6 Fees and Dues

Section 1 -- New Member Initiation Fee. The membership chairman 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, a Rotary cap, and a name badge. For a new member who has been a member of a Rotary club in the past, those materials include a Rotary cap and a name badge.

Section 2 -- Dues. The membership dues shall be \$70.00 per quarter payable on the first day of July, October, January, and April. A new member joining after the start of a quarter will be assessed a prorated amount for the remainder of that quarter. Quarterly dues shall be used to cover club operating expenses, such as weekly meeting expenses; member registration; RI and district dues; each member's subscription to the RI official magazine; and any other RI or district per capita assessments. Dues will be considered delinquent if not paid by the end of the quarter, and the treasurer will provide the board with the names of any members who are delinquent in their dues.

Section 3 -- Satellite Club Fees and Dues. The dues for members of the satellite club shall be \$10 per month. The board of the satellite club shall assess any fees necessary and shall be responsible for funding RI and district dues and *Rotarian Magazine* subscriptions for its members and all operating expenses of the satellite club.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote or a show of hands except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8 Committees

Section 1 -- 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. The

chair of a committee should have previous experience as a member of the committee. The standing committees of this club are:

- (a) **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members. The committee should also establish and execute procedures for integrating new members into active involvement in the club.
- (b) **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.
- (c) **Club Administration.** This committee should conduct activities associated with the effective operation of the club, including fellowship activities.
- (d) **Service Projects.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the local community and communities in other countries.
- (e) **The Rotary Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- (f) **Fund Raising.** This committee should develop and implement plans to raise the funds needed to support the club's operations and its service projects.
- (g) **Grants.** This committee should apply for District grants and execute appropriate projects to use those grant funds. It should also solicit applications for grants and recommend recipients for funds raised by HSV Rotary Charity Corporation. All grant projects must be approved by the board before any funds are committed.

Additional ad hoc committees may be appointed as needed.

Section 2 -- The president is an ex officio member of all committees and, as such, shall have all the privileges of membership of the committees.

Section 3 -- 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.

Section 4 -- Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, shall monitor the expenditure of funds allocated to the committee for its activities, and shall report to the board on all committee activities.

Section 5 -- Each committee chair shall maintain a continuity file containing the assigned duties of the committee and a record of the committee's proposals and actions. When planning for a new year, the chair and the president-elect will review and update the assigned duties. If the committee chair changes hands, the continuity file will be transferred from the outgoing chair to the new one.

Article 9 Finances

Section 1 -- Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the new year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be divided into two parts, one part for club operations and one part for the HSV Rotary

Charity Corporation's fund raising and charitable and service projects. Many line items in the budget will be developed to support the activities of a specific committee. Each committee chair shall be responsible for monitoring the status of those line items related to his or her 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 president, vice president, or treasurer.

Section 2 -- The treasurer shall deposit all club funds in a bank named by the board. The club funds shall be divided into two separate accounts, club operations and Charity Corporation.

Section 3 -- All bills shall be **presented to the treasurer for payment**. A check request form showing the appropriate budget line item and purpose and amount of the expense **must accompany each request for payment along with an invoice or receipt**.

Section 4 -- **The treasurer will give the board a monthly report of all income and expenditures in the previous month and the status of all line items in the budget as of the end of that month. The treasurer's report will include a list of all checks written in the previous month on each of the club's accounts and indicate which checks were signed by the treasurer. The president may at any time appoint a qualified person to conduct a review of all financial transactions of the club during the current fiscal year or any previous year.**

Section 5 -- Club members shall receive an annual financial statement of the club.

Section 6 -- The fiscal year of this 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 -- 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 (deposited in HSV Rotary Charity Corporation account),
- (b) happy dollars,
- (c) 50/50 drawing. This drawing is available only to members of this club.

Section 8 -- **The satellite club shall maintain its funds in a bank account separate from those of the sponsoring club and shall conduct its financial activities in accordance with procedures established by its board.**

Article 10 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 membership committee chair. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2 -- The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer through the membership committee chair of its decision.

Section 3 -- 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 asked to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 4 -- If no written objection to the proposal, stating reasons, is received by the board from any 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 shall be considered to be elected to membership.

Section 5 -- Following the election, the membership committee chair shall arrange for the new member's induction and new member Rotary literature. In addition, the president or secretary will report the new member information to RI. The membership committee will instruct the new member in the Red-to-Blue procedures of indoctrination into the club and will monitor the new member's progress in the Red-to-Blue checklist.

Section 6 -- The club may elect, in accordance with the club's constitution, honorary members proposed by the board.

Section 7 -- Members of the satellite club are also members of the sponsoring club and, as such, must meet the approval processes stated 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 no longer than twelve months. Extensions to a leave of absence may be considered by the board in accordance with provisions in Article 12, Section 3 of this club's constitution.

Article 12 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 13 Amendments

These bylaws 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 distributed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with this club's constitution, the constitution and bylaws of RI, and the Rotary Code of Policies.