

**BY-LAWS
OF
HOT SPRINGS NATIONAL PARK ROTARY CLUB, INC.
(Revised 2025)**

**ARTICLE I
Election of Directors and Officers**

SECTION 1. Procedure. At a regular club meeting one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, vice-president, secretary, treasurer and two members of the board of directors. The nominations shall be presented by a nominating committee and, in addition thereto, the presiding officer shall further accept nominations from the floor. The nominating committee shall consist of the president, president-elect, vice president and the two (2) immediate past presidents.

Election of officers and directors shall be held at the club's annual meeting. If there are contested elections, each of those shall be decided separately by voice vote and, if the presiding officer cannot easily determine the winner, may direct that the election be by show of hands or by written ballot. For all uncontested positions, the presiding officer may ask for a voice vote to confirm their election.

SECTION 2. Term of Office. Directors shall serve staggered terms of two (2) years each. The Officers and Directors so elected shall take office on July 1st following their election.

SECTION 3. Vacancies in Office. A vacancy occurring in the position of president-elect shall be filled by a special election using the same procedures set forth in Article I, Section 1 of these by-laws. Any other vacancy in the position of any other officer-elect shall be filled by action of the remaining members of the board of directors and follow the standard Rotary club constitution.

**ARTICLE II
Board of Directors**

SECTION 1. The governing body of this club shall be the board of directors, consisting of ten members of this club, namely, four directors, the president, vice-president, president-elect, secretary, treasurer, and the immediate past president.

ARTICLE III

Duties of Offices

SECTION 1. President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

SECTION 2. President- Elect. It shall be the duty of the president-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 president and to perform such other duties as may be prescribed by the president or the board. The HSNP Rotary Club President-Elect serves as the Programs Committee Chair.

SECTION 3. Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of both the president and president-elect and to perform such other duties as may be prescribed by the president or the board. The HSNP Rotary Club Vice-President serves as the Growth Committees Director.

SECTION 4. 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 Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, the report of board changes in membership, which shall be made to the general secretary of Rotary International, 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 Rotary International subscriptions to *The Rotarian*, and perform such other duties as may be prescribed by the president or the board. The HSNP Rotary Club's Executive Secretary reports directly to the President and works under the guidance of the Board of Directors. It is a paid position and coordinates job duties with the Board Secretary.

SECTION 5. 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 the office of treasurer. Upon the retirement from office the treasurer shall turn over to the new treasurer or to the president all funds, books of accounts or any other club property.

SECTION 6. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed by the president or the board.

ARTICLE IV

Meetings

SECTION 1. Annual Meeting. An annual meeting of this club shall be held on a regular meeting date in December of each year, which date shall be determined by the board, at which time the election of officers and directors to serve for the ensuing year shall take place.

SECTION 2. Regular Weekly Meetings. The regular weekly meetings of this club shall be held on Wednesday at 11:45 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of this club, and the District Governor and Assistant Governor.

SECTION 3. Membership Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. For this purpose, active members shall constitute the membership of this club. The business of this club shall be transacted by *viva voce* vote except as otherwise provided for herein.

SECTION 4. Board Meeting. Regular meetings of the board shall be held monthly on a day to be determined by the new board at their first meeting and this meeting date shall be published to the membership. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given. A majority of the board members shall constitute a quorum of the board.

SECTION 5. Companion Club Meetings. The companion club serves as an extension or satellite club of the HSNP Rotary Club. The companion club board shall set the day, time, and location of its club's regular meetings. The companion club shall hold at least two regular meetings a month and may conduct other special meetings or service activities as appropriate.

ARTICLE V

Fees and Dues

SECTION 1. The admission fee and membership dues shall be determined from time to time by the Board of Directors. The Board of Directors shall also have the authority to levy assessments, as necessary.

SECTION 2. Companion Club Fees and Dues. The dues for members of the companion club shall be determined by the board of the Companion Club. The board of the companion 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 companion club or as reimbursement made to parent club for payment on their behalf.

ARTICLE VI

Committees

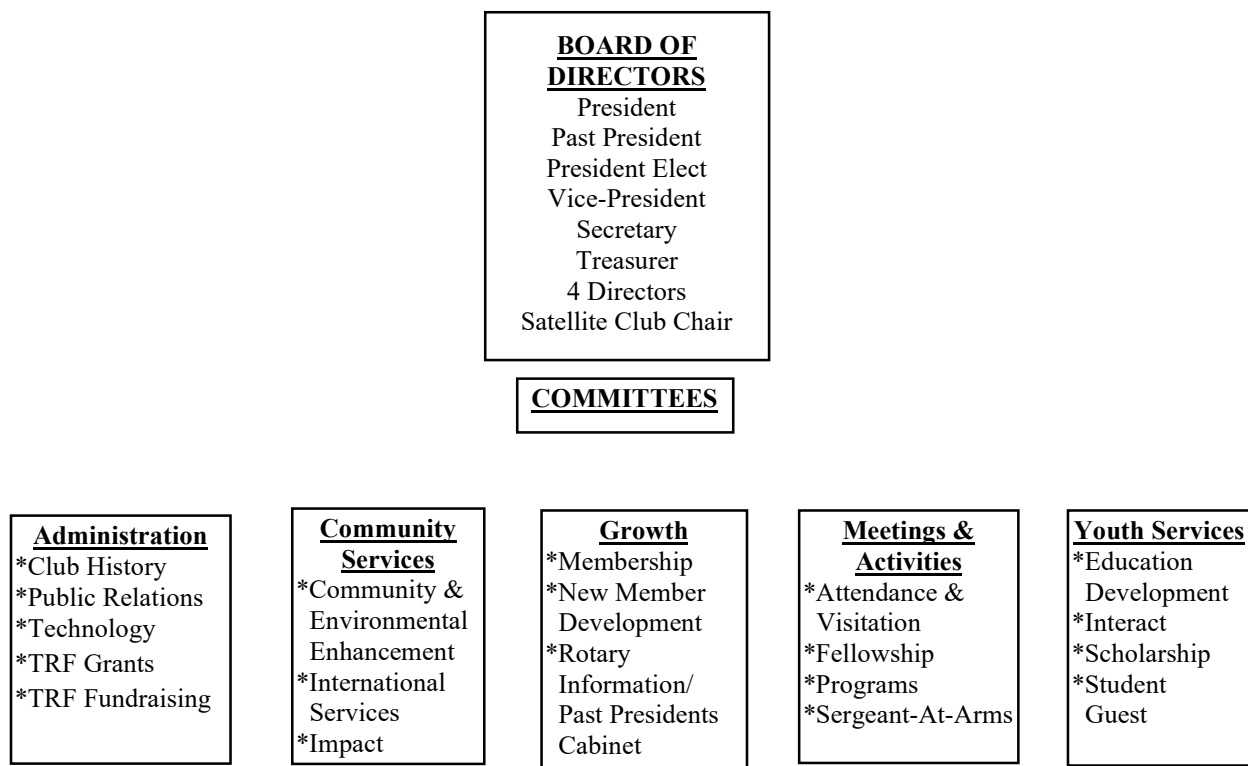
SECTION 1. Committees. The president shall, subject to the approval by the board, appoint committees to be composed of members of the club. Each committee shall be assigned to an area of service as provided in Section IV hereof. The board can add or delete any of the committees. In addition, the president may appoint, also subject to the approval of the Board, special or ad hoc committees. The president shall assign to each director and to the president-elect, an area of service, and it shall be their duty to supervise and to assist all committees assigned to their respective areas of service.

SECTION 2. Long Range Planning Committee. The club shall have as a standing committee, the Long-Range Planning Committee. Membership shall be composed of the president-elect, president, immediate past president, vice-president, and secretary and treasurer. The committee shall work together to ensure continuity of leadership and succession planning and shall develop a three-year plan for recommendation to the directors of the club.

SECTION 3. Four Avenues of Service. The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the Avenues of Service.

SECTION 4. Subject to the board's right to add or delete committees, the standing committees and club organization structure of the club shall be as follows:

Club Committee and Organizational Structure



SECTION 5. Committee Membership. When feasible, committee members should be appointed in staggered terms 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 his or her year in office. It is recommended that the chair have previous experience as a member of the committee.

The president-elect shall determine the number of members of each committee and shall appoint that number of members to serve on the committee. The president-elect shall also designate which member shall serve as chair of each committee prior to the start of his or her year in office.

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

SECTION 6. Committee Authority. Each committee shall transact such business as is delegated to it in the by-laws 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 to the board and approved by the board.

SECTION 7. Trusts and Foundations. The club has previously established a 501(c)(3) scholarship trust, identified as the Hot Springs National Park Rotary Club Scholarship Trust. The board shall fill vacancies in the trusteeship of the Trust and shall have the authority to replace any trustee and/or appoint successor trustees of this trust, as necessary. Further, the board shall likewise have the same authority over other scholarship funds including but not limited to the Joe Fish Scholarship Endowment Fund and/ or such other funds that may exist on behalf of the club. The club also has established the HSNP Rotary Community Foundation with the purpose of providing grant funds to local non-profit organizations. The Foundation operates independently and is governed by its own set of established by-laws.

ARTICLE VII

Leaves of Absence

The board may establish such policies regarding leaves of absence as it may determine to be appropriate. Any leave of absence policy established by the board shall be in accordance with and not conflict with the leaves of absence rules of Rotary International.

ARTICLE VIII

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 by checks signed by the treasurer and the secretary or by the debit card issued to the treasurer. 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, unless waived by the board.

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 the collection of members' dues shall be monthly. The payment of per capita dues and magazine subscriptions to Rotary International 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.

SECTION 6. The Companion 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 IX

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 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 standard Rotary club constitution.

SECTION 3. The board shall approve or disapprove the proposal, and shall notify the proposer, through the club secretary, of its decision.

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.

SECTION 5. If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within ten (10) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, 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 the admission fee (if not an honorary membership), shall be elected to membership.

SECTION 6. Following the election, the president shall arrange for the new member's induction. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club committee.

SECTION 7. The club may elect, in accordance with the standard Rotary club constitution, honorary members as proposed by the board.

SECTION 8. Members of the companion club are also members of the sponsoring club and, as such, must meet the approval processes stated above or membership approval process established by companion club.

ARTICLE X Resolutions

SECTION 1. 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.

SECTION 2. The club shall be governed by the Rotary International Manual of Procedure, and in the event of any conflict between any provisions of these By-Laws and the Manual of Procedure, then the Manual of Procedure shall control.

ARTICLE XI Order of Business of Regular Club Meetings

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Program.
Adjournment.

ARTICLE XII Amendments

These By-Laws may be amended at any regular club 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 (either by regular mail or electronic mail) to each member at least ten 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 Rotary International.

Adopted this 28th day of May, 2025, by two third vote of members present at this May 28, 2025 HSNP Rotary Club Meeting.

ATTEST:

PRESIDENT

SECRETARY