

BY-LAWS of the ROTARY CLUB of HOOVER, ALABAMA

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

The governing body of this club shall be the board of this club consisting of nine (9) to twelve (12) members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, sergeant-at-arms, membership committee chairperson, Rotary Foundation chairperson, and service committee chairperson. At the discretion of the board, also added can be up to three (3) at-large directors elected in accordance with article 3, section 2 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, , secretary, and treasurer. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the board may determine. 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. The candidates for president, secretary, treasurer, and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices.

Section 2 – The officers, so elected, together with the immediate past president shall constitute the new incoming board. Within one week after their election, the new board members shall meet and elect membership committee chairperson, Rotary Foundation chairperson , seargent-at-arms, service committee chairperson, and up to three (3) at-large members.

Section 3 – A vacancy in the board or any office shall be filled by action of the president.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by the president.

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.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a board member 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. It shall also be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee 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 at each board meeting, which shall be made to the district governor within 15 days of the last meeting of the month;; and perform other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property. It shall also be the duty of the treasurer to provide the board with monthly updates as to the status of the treasury.

Section 6 – *Sergeant-At-Arms*. The duties of the sergeant-at-arms shall be to help keep order in all meetings, endeavor to assist with compliance with the club's constitution and by-laws, and any other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held on the First Wednesday of October of each year (or such other time as may 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 – The regular weekly meetings of this club shall be held on Wednesday at 12:00 Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members except an honorary member (or member excused pursuant to 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, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held on the third Wednesday of each month or at such other time as the Board may determine. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of any three (3) board members, due notice having been given to all board members.

Section 5 – A simple majority (51%) of the board members shall constitute a quorum of the board. A quorum is the minimum number of board members who must be physically present to conduct the business of the board. A motion must receive at least 51% of the votes of the board members present in order to pass. The board may also conduct board votes online via email with a motion having to receive at least 51% of votes from all board members.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$75.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be \$45.00 quarterly, with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine, Rotary International dues, and Hoover Rotary Club dues. Meals will also be billed quarterly at a cost which is adjusted to account for the actual cost per person of meals. Members must pay their bill within 30 days of receipt of the bill. If they have not paid within 60 days of receipt of bill they will be recommended to the Board of Directors for termination by the treasurer. The Board shall either terminate the member or make alternate payment arrangements with the past-due member.

Section 3 – The Board may impose other fees or costs as it deems necessary and proper.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* (*vocal assent by members*) vote 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 *viva voce* vote.

Article 8 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 four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president, president-elect, 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:

1 Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

2 Club 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.

3 Club Administration

This committee should conduct activities associated with the effective operation of the club.

4 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.

5 The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

6 The Interact Program

This committee should conduct activities associated with the club's Interact program, the service club for young people ages 14 to 18 supported and governed by this club.

7 Scholarship Committee

This committee should conduct activities associated with the club's annual college scholarship program, including interviewing students and awarding of said scholarships.

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 to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 vice-president 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 specified length of time. Only authorized absences pursuant to the Rotary Club Constitution are not computed in the attendance record of the club.

Article 12 Finances

Section 1 – 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 shall be broken into two separate parts: one in respect of club operations and one

in respect of charitable/service operations.

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 parts: club operations and club savings.

Section 3 – All bills shall be paid by the treasurer. If the treasurer is unable to pay bills, then an authorized officer, who is approved by two other officers or directors, shall pay bills.

Section 4 – A thorough review of all financial transactions shall be made once each year. The review shall be made by a club member, a group of club members, or a financial professional at the discretion of the Board.

Section 5 – Officers having charge or control of club funds shall be bonded or insured as required by the Board for the safe custody of the funds of the club, with the cost of bond or insurance to be borne by 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 (4) quarterly periods extending from 1 July to September 30, from October 1 to December 31, from January 1 to March 31, and from April 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates. All members' dues of any kind shall be paid within thirty (30) days after dues have been invoiced and sent to the member.

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 membership committee chair. 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 within 2 club meetings, excluding holidays, of its submission 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 seven (7) 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.

(a) 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 honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the 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 project or function.

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

Article 14 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 15 Order of Business

Meeting called to order.

Invocation and Pledge of Allegiance to the Flag

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Speaker or Program.

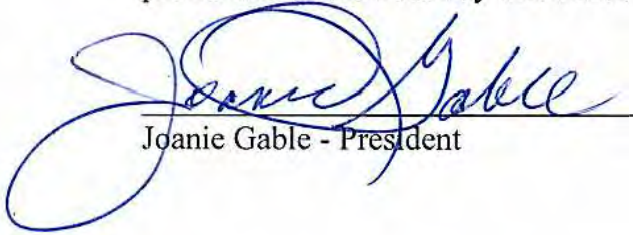
Adjournment.

Article 16 Amendments

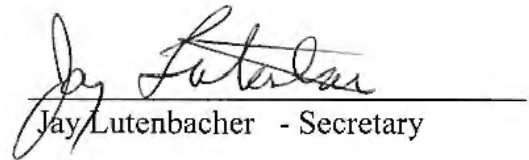
After approval of the Board, these bylaws may be amended at any regular meeting, a 51% quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been announced at a meeting at least two

meetings prior to such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

ADOPTION OF THESE BY-LAWS approved in accordance with aforementioned provisions on the 26th day of February, 2014.



Joanie Gable - President



Jay Lutenbacher - Secretary