
Bylaws of the Rotary Club of Hanover County

As Amended February 15, 2012

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. HRC: Hanover Rotary Club

Article 2: Board

The governing body of this club shall be the board consisting of the president, immediate past president, president-elect (or vice-president), secretary, treasurer, sergeant-at-arms. Also, sitting committee chairs as defined in Article 9 are considered directors.

Article 3: Election of Directors and Officers

Section 1

A nominating committee consisting of the three previous HRC presidents proposes the slate of officers for the following year. The Immediate Past President serves as chair. Regular officers are president, vice-president (see section 2), secretary, and sergeant-at-arms. The treasurer and executive secretary are staff officers who may not be in line for promotion and may serve multiple years.

Section 2

The club's vice-president is automatically considered the president-nominee. Should the nominating committee or circumstances dictate that the vice-president will not serve as president, the committee must recommend, and the board approve, a replacement as soon as practical, not later than December. At that time, the vice-president (or board-approved substitute) acts as president-elect, and shall participate in presidential training (PETS) and other duties prior to his or her Rotary year. The president-elect may suggest to the nominating committee his or her choices for the remaining slate of officers, and will have sole responsibility for assigning committee chairs.

Section 3

At a board meeting prior to the club's Annual Meeting, a representative of the nominating committee proposes the officer slate. After board approval, the slate is brought up for membership vote in the annual meeting. By voice vote, the membership will either accept or reject the slate. Should the slate be rejected, the nominating committee and board will reconvene and propose a revised slate at the next regular meeting.

Section 4

The officers and committee chairs shall constitute the board, and will meet within one week of election.

Section 5

A vacancy in the board, any office or committee chair shall be filled by action of the remaining directors.

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 such other duties as ordinarily pertain to the office of the president.

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 – Vice-President/President Elect.

It shall be the duty of the vice-president to arrange for speakers for the club's weekly meetings; preside at meeting of the club and the board in the absence of the president and to perform such other duties as ordinarily pertains to the office of the vice-president. The vice-president shall attend all training sessions required by Rotary in preparation of becoming President in the next term.

Section 4 – Secretary.

It shall be the duty of the secretary to keep membership records; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July every 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 semi-annual 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; and collect and remit RI official magazine subscriptions; and perform other duties as ordinarily pertain to the office of secretary. The Secretary shall attend training seminars as directed by the Board in preparation of becoming the Vice-President/President-Elect in the next term.

Section 5 – Executive Secretary.

It shall be the duty of the executive secretary to send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings.

Section 6 – 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 ordinarily pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to or to the president all funds, books of account, or any other club property.

Section 7 – Sergeant-at-Arms.

The duties of the sergeant-at-arms shall be to record attendance of members and guests at meetings; collect fines and funds from charity basket during the meetings and present them to the treasurer; and such other duties ordinarily prescribed for such office and as may be prescribed by the president or the board.

Article 5 Meetings

Section 1

An Annual Meeting shall be held during the month of December each year, 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 HRC shall be held on Wednesdays at 6:30 PM at a meeting place determined by the Board. All regular members must be counted as present or absent, and must be evidenced by being present for at least sixty (60) per-cent of the time, either at HRC or other Rotary clubs.

Section 3

One-third of the membership shall constitute a quorum at the annual and regular meetings.

Section 4

Board meetings shall be held on the fourth Wednesday of each month. Special meetings can be called by the president when deemed necessary.

Section 5

A majority of directors shall constitute a quorum of the board.

Article 6: Fees and Dues

The membership dues shall be determined by the Board on an annual basis and shall be payable quarterly.

Article 7: Method of Voting

The business of the club and the board shall be transacted by voice vote, unless the board determines that a specific resolution be considered by ballot rather than voice vote.

Article 8: Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of HRC. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. Although the committee structure is no longer in this format, HRC 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. As such, they are vital to the proper function of the club. All active members are expected to support the club by participating in at least one committee. 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/New Generations
 - This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
 - This committee should develop and support interact and rotaract clubs in our area.
- Public Image
 - 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.
- Community Service
 - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community.
- International Service
 - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of 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 privilege 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 no longer than twelve (12) months.

(Note: Such leave of absence does not operate to prevent a forfeiture of membership; it does not operate to give the club credit of the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is 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 service projects.

Section 3

All bills shall be paid by the treasurer or other authorized officer only when approved by the board.

Section 4

A thorough review of all financial transaction by a qualified person shall be made once each year.

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 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 30 days of its submission and shall notify the proposer, through the club secretary, of its decision. Whenever feasible, the board shall discuss membership approval off the record at the next regularly scheduled board meeting and shall keep any specific complaints confidential.

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. If the decision is not favorable, the board shall

notify the proposer but shall provide no information regarding specific complaints or reasons for the decision.

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 shall be considered elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next regularly scheduled meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership. If not approved, the board shall notify the proposer but shall provide no information regarding specific complaints received or reasons for the decision. Under no circumstances shall any member of the board provide any member of the club or any other party with information regarding the substance of the written objection or a copy of the written objection; nor shall any member of the board identify the member who submitted said objection in writing to any member or other party.

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 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 member to a club project of 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 resolution or motion, if offered at a club meeting, shall be referred to the board without discussion.

Article 15: Order of Business

- Meeting called to order
- Prayer
- Pledge of Allegiance
- Sergeant-at-arms Report, recognize visitors
- Charity Basket, Happy and Sad Bucks
- Rotary business, announcements
- Speaker introduction
- Speaker's Presentation
- The 4-Way Test
- Adjourn

Article 16: Amendments

These bylaws may be amended at any regular meeting, a quorum being present, provided that notice of such proposed amendment shall have been mailed or e-mailed to each member at least ten (10) days before such meeting. Any amendment or addition to these bylaws shall be in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.