

# **BYLAWS OF ANNISTON ROTARY CLUB**

## **ARTICLE I. ELECTION OF DIRECTORS AND OFFICERS**

Section 1.01 At a regular meeting, held no less than four weeks prior to the annual meeting, the presiding officer shall ask for nominations for president, vice-president, secretary, treasurer and 5 members of the board of directors.

- (a) The nominations may be presented by a nominating committee previously appointed by the president, or by members of the Club from the floor, or both.
- (b) The nominations duly made shall be placed on a ballot in alphabetical order under each office or director and shall be voted for at the annual meeting.
- (c) The annual meeting shall occur on the second Tuesday in December of each year. Each member in attendance at the annual meeting shall be entitled to one vote for each candidate for office and five candidates for director.
- (d) The ballots shall be plainly marked that each member shall vote for only one candidate for

office and for five candidates for director. Any ballot marked with more than one vote for any one candidate for office or with more than five candidates for director shall be deemed invalid and not be counted.

- (e) The votes shall be tallied by the Nominating Committee, or if there is no Nominating Committee, then by three members appointed by the president.
- (f) The candidates for vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices and shall serve a one year term, commencing on the first day of July next following their election.
- (g) The five candidates for director receiving a majority of the votes shall be declared elected as directors and shall serve a two year term, commencing on the first day of July next following their election.
- (h) The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

- (i) Within one month after the commencement of their term, the board of directors shall meet and elect some member of the club to act as sergeant-at-arms.
- (j) A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

## **ARTICLE II. BOARD OF DIRECTORS**

Section 2.01 The governing body of this club shall be the board of directors consisting of 15 members of this club, namely, 10 directors elected in accordance with Article I, Section I of these bylaws, the president, vice-president, president-elect, secretary, treasurer, and the immediate past president.

## **ARTICLE III. DUTIES OF OFFICERS**

Section 3.01 President. It shall be the duties 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 3.02 President-elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 3.03 Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such

other duties as ordinarily pertain to the office of vice-president.

Section 3.04 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 RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on the first of January and on the first July of each year, and including prorated reports to the general secretary on the first of October and on the first of April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to *The Rotarion*, and perform such other duties as usually pertain to the office of secretary.

Section 3.05 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 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.

Section 3.06 Sergeant-at Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other such duties as may be prescribed by the president or the board.

## **ARTICLE IV. MEETINGS**

Section 4.01 Annual Meeting. An annual meeting of this club shall be held on the second Tuesday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 4.02 The regular weekly meetings of this club shall be held on Tuesday at 12 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2(b) of 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 VIII, section 1.

Section 4.03 One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4.04 Regular meetings of the board shall be held on the second Tuesday of each month at 11:30 a.m, or at such other dates and times as the President shall direct and notice given to the directors. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 4.05 A majority of the board members shall constitute a quorum of the board.

## **ARTICLE V. FEES AND DUES**

Section 5.01 The membership dues and fees shall be the same as the amount contained in the Dues and Fees Schedule, as shall be amended from time to time, and which is attached hereto and incorporated herein by reference.

## **ARTICLE VI. METHOD OF VOTING**

Section 6.01 The business of this club shall be transacted by *viva voce* except the election of officers and directors, which shall be by ballot.

## **ARTICLE VII. COMMITTEES**

Section 7.01 The work of the club shall be apportioned among the following standing committees:

- (a) Service committee
- (b) Fellowship committee
- (c) Club Administration committee

(d) Rotary International committee

(e) Public Relations committee

Section 7.02 Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board.

Section 7.03 The committees shall regularly report to the board of directors regarding their recent business.

Section 7.04 The chair of a committee, or the club's President, may identify and establish such sub-committees as are appropriate to effectively pursue the committee's objectives.

Section 7.05 The club officers shall be members, *ex officio*, of all committees.

Section 7.06 Service Committee

(a) The President-elect of the Club shall chair the Service committee.

(b) The Service committee shall pursue and obtain the Club's service goals, including the prosecution of service projects worldwide, the making of charitable gifts and the undertaking of vocational projects.

(c) The Service committee shall consist of the Club President-elect and the chairs of all its subcommittees, as well as, all of the members of each such service committee.

Section 7.07 Club Administration committee

- (a) The Club Secretary shall chair the Club Administration committee.
- (b) The Club Administration committee shall see to the club's orderly operation.
- (c) The club's Treasurer and Executive Secretary shall serve on the Club Administration committee.

Section 7.08 The Fellowship Committee

- (a) The Vice-president of the Club shall chair the Fellowship committee.
- (b) The Fellowship committee shall seek to encourage acquaintance and friendship among the members, to promote participation by members in organized Rotary recreational and social activities, to recruit and retain members, to assist new members with their orientation into the club and to provide for the enlightenment, nourishment and entertainment of the members at meetings and events.

Section 7.09 The Public Relations

- (a) The Public Relations committee shall promote the club's interests, activities and goals to the general public.

- (b) The Club President shall, upon the confirmation of the Board of Directors, appoint a club member to stand as chair of the Public Relations Committee.

Section 7.10 The Rotary International Committee

- (a) The Immediate Past President, or in his absence any past president of the Club, shall serve as the chair of the Rotary International Committee.
- (b) The Rotary International Committee shall be responsible for the club's obligations, duties and benefits arising from all facets of its relationship with Rotary International.

**ARTICLE VIII. ABSENCE FROM MEETINGS**

Section 8.01 Upon written application of 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 specific length of time.

- (a) Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for 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 article VIII, section 2(b) of the

standard Rotary club constitution is not computed in the attendance record of the club.

Section 8.02 Excused absences may be granted when circumstances such as health or unavoidable business commitments make it impossible for a member to attend either a club meeting or a make-up.

- (a) Such an excused absence may be requested and granted retroactively, provided the member makes appeal to the board for such and provides sufficient documentation upon which the board may rely in taking the action requested.

## **ARTICLE IX.FINANCES**

Section 9.01 The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 9.02 All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. An examination by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions. The Board shall have discretion in determining what standard of examination is necessary.

Section 9.03 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 9.04 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 9.05 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.

## **ARTICLE X. METHOD OF ELECTING MEMBERS**

Section 10.01 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 10.02 The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 10.03 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.

Section 10.04 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 10.05 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.

Section 10.06 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 10.07 Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee

shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

## **ARTICLE XI. RESOLUTIONS**

Section 11.01 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.

## **ARTICLE XII. ORDER OF BUSINESS**

- Meeting called to order.
- Introduction of visiting Rotarians and guests
- Correspondence and announcements.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

## **ARTICLE XIII. AMENDMENTS**

Section 13.01 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 mailed to each member at least ten (10) days before such meeting.

No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.