

**BYLAWS
ANNISTON ROTARY CLUB, INC.
AN ALABAMA NON-PROFIT CORPORATION**

ARTICLE 1. NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be the ANNISTON ROTARY CLUB, INC., hereinafter referred to as “the Corporation.” The principal offices shall be determined from time to time by the Board of Directors of the Corporation.

ARTICLE 2. PURPOSE

Section 2.01: The purposes for which this Corporation is organized are those set forth in its Articles of Incorporation, as from time to time amended. The purposes are to:

- A. Provide a structural organization to foster the goals of Rotary International as a civic organization;
- B. Solicit and receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Corporation’s directors, will best promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the Corporation, or any laws applicable thereto;
- C. Engage in such other lawful activities permitted under the Alabama Nonprofit Code and not otherwise prohibited hereunder or otherwise which are directed towards such purposes or as may be authorized from time to time by its Board of Directors;
- D. Cooperate with other organizations or governmental agencies through grants and otherwise;
- E. Exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Alabama Nonprofit Corporation Code;
- F. Be organized for exclusively religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. The assets of this Corporation are permanently dedicated to the exempt purposes specified in Section 501(c)(4) of said Code;
- G. Engage in such other lawful activities permitted under the Alabama Nonprofit Code and not otherwise prohibited hereunder or otherwise which are directed towards such purposes or as may be authorized from time to time by its Board of Directors in accordance with the ideals and purposes of Rotary International.

Section 2.02: It is not the initial intent of the Corporation to qualify as a non-profit, tax-exempt entity under Section 501(c)3 of the Internal Revenue Code of 1986.

Section 2.03: Upon dissolution of the Corporation, the residual assets of the Corporation shall be distributed as the Board may decide.

ARTICLE 3. CORPORATION AREA

The Corporation area shall be Calhoun County, Alabama.

ARTICLE 4. ELECTION OF DIRECTORS AND OFFICERS

Section 4.01: At a regular meeting, held no less than four weeks prior to the annual meeting, the presiding officer shall ask for nominations for President, President-Elect, Vice-President, Secretary, Treasurer, and five (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 the title of each Officer and 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 one candidate for each Officer and five candidates for Director.
- D. The ballots shall be plainly marked that each member shall vote for only one candidate for each Officer and for five candidates for Director. Any ballot marked with more than one vote for any one candidate for Officer 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 President, President-Elect, 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 officer shall be filled by action of the remaining members of the Board.
- K. A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining Directors-Elect.

ARTICLE 5. OFFICERS

Section 5.01: The Officers of the Corporation shall be selected in accordance with Article 4, Section 4.01 and shall be a President (also called Chairman of the Board of Directors), a President-Elect, Vice-President, a Secretary, a Treasurer, an Immediate Past President, and a Sergeant-at-Arms. With the exception of the Immediate Past President and the Sergeant-at-Arms, the Officers shall be selected in accordance with Article 4, Section 4.01. The Sergeant-at-Arms shall be appointed by the President at his/her discretion. The Officers shall be members of the Board of Directors. The Board of Directors may also choose more than one Vice-President and one or more Assistant Secretaries and Assistant Treasurers. Each office shall be held by different persons.

Section 5.02: The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5.03: All Officers and agents of the Corporation shall receive no salary but may be reimbursed for out-of-pocket expenses.

Section 5.04: The Officers of the Corporation shall hold office until their successors are chosen and qualify. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. Nothing shall prohibit an Officer of the Anniston Rotary Club Foundation from being an Officer of this Club.

Section 5.05: Any Officer may be removed from office by the affirmative vote of two-thirds of all the Directors, at any regular meeting or any special meeting called for that purpose. Any Officer proposed to be removed shall be entitled to at least five day notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 5.06: Any vacancy in office may be filled by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

THE PRESIDENT

Section 5.07: The President shall be chief executive officer of the Corporation, shall preside at the Club meetings and the meetings of the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. Performs such other duties as ordinarily pertain to the office of President.

The President shall execute bonds, deeds, mortgages, and other documents requiring a seal under the seal of the Corporation except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officers or agents of the Corporation.

THE PRESIDENT-ELECT

Section 5.08: The President-Elect, shall act for the President in the absence or in case of disability of the President and shall perform such other duties and have such other duties and powers as the Board of Directors may from time to time prescribe.

THE VICE-PRESIDENT

Section 5.09: The Vice-President, or if there shall be more than one created, the Vice-Presidents in the order determined by the Board of Directors, shall act for the President or the President-Elect in their absence or in case of disability of the President-Elect and shall perform such other duties and have such other duties and powers as the Board of Directors may from time to time prescribe.

THE SECRETARY

Section 5.10: Secretary. It shall be the duty of the Secretary to attend all meetings of the Board of Directors and keep the records of membership in the district database and make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI in January and in July of each year. The Secretary ensures that new membership proposals and any inductions, resignations, and changes in membership status are included in the *Roto-Pep*. The Secretary shall perform such other duties as usually pertain to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he/she or any Assistant Secretary shall have authority to affix the seal to any instrument requiring it and may act as an attesting Officer for said Corporation. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation. The Secretary shall sign with the President or Vice-President the share certificates of the Corporation.

EXECUTIVE SECRETARY

Section 5.11: It shall be the duty of the Executive Secretary to record the attendance at meetings, send out notices of Board and committee meetings, record and preserve the minutes of such meetings, set up the room for each meeting, prepare material for new members, and prepare payments for routine expenses.

THE TREASURER AND ANY ASSISTANT TREASURERS

Section 5.12: The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. 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 5.13: If required by the Board of Directors, the Treasurer shall give the Corporation a bond which shall be renewed every six years in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors.

Section 5.14: The Assistant Treasurer, if there be one, or, if there be more than one, the Assistant Treasurers, in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform other duties and have such other powers as the Board of Directors from time to time prescribe.

SERGEANT-AT-ARMS

Section 5.15: It shall be the duty of the Sergeant-at-Arms, under the direction of the President or, in the President's absence, the presiding Officer to emcee weekly meetings, maintain order and decorum among the members and all persons present at any meeting, encourage fellowship among members, and assist the other Club officers as needed, using the Rotary Four-Way Test as guidance for the performance of these duties.

TERM OF OFFICE

Section 5.16: The term of each office shall run from the first day of July until the last day of June of the following year.

ARTICLE 6. BOARD OF DIRECTORS

Section 6.01: The governing body of this Corporation shall be the Board of Directors consisting of 17 members of this Club, namely, ten (10) Directors, the President, President-Elect, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, and the Immediate Past President. All of the Officers except the Immediate Past President and the Sergeant-at-Arms shall be selected in accordance with Article 4, Section 4.01 of these bylaws. The Sergeant-at-Arms shall be selected in accordance with Article 5, Section 5.01. The number of Directors may be increased or decreased by amendment to these bylaws. No decrease in number, however, shall have the effect of shortening the term of any incumbent Director.

Section 6.02: The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 6.03: All Officers, Directors, and agents of the Corporation shall not receive any compensation for their services as such, but by resolution of the Board of Directors, provision may be made for the payment of certain expenses related to travel or conferences.

Section 6.04: The Officers of the Corporation shall hold office until their successors are chosen and qualify. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. Nothing shall prohibit an Officer of the Anniston Rotary Club Foundation from being an Officer of this Club.

Section 6.05: Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the Chairman of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a two-thirds (2/3) vote of the Directors.

Upon the expiration of a term of service by a Director, his/her replacement will be determined by a two-thirds (2/3) vote of those members of the Club.

Nothing shall prohibit a member of the Board of the Anniston Rotary Club Foundation from simultaneously serving as a member of this Board.

Section 6.06: Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 6.07: Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the full membership of the Board of Directors at any regular meeting or at any special meeting called for that purpose. If any Director is so removed, a new Director may be elected at the same meeting.

Section 6.08: General Powers

- A. Management of business: All corporate powers shall be and are hereby rested on and shall be exercised by the Board of Directors. The Board of Directors may by resolution delegate to committees of their own

number, or to committees comprised partly of their own members, or to officers of the Corporation such powers as they deem fit, subject to the provisions of these bylaws.

- B. **Contracts and services:** The Board of Directors may authorize any Director or Directors, Officer or Officers, agent or agents to enter into any contract or execute and deliver any instruments on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors or by the bylaws, no Director, Officer, employee, or agent shall have any power or authority to bind the Corporation by any contract or obligation, to pledge its credit, or to render it liable peculiarly for any purpose or in any amount.

The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, notwithstanding that they may also be acting as individuals, or as directors of trusts, or as agents for other purposes or corporations, or may be interested in the matter as stockholders or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors/Officers are personally interested as stockholders, trustees, or otherwise shall be at arms-length and not violate the of use and application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contracts, transactions or other action.

- C. **Duties:** The Board of Directors shall present at the annual meeting and file with the minutes thereof a report verified by the Chairman and Treasurer showing (if any):
1. the whole amount of real property owned by the Corporation, where located and where and how invested;
 2. the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition;
 3. the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects and persons to or for which such application, appropriations or expenditures have been made; and
 4. the projects and programs initiated and implemented by the Corporation in the year immediately preceding that date.

Section 6.09: All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Corporation and with their responsibilities.

Section 6.10: There shall be an Executive Committee consisting of the Chair (President), the President-Elect, Vice-President, Treasurer, Secretary, and the Immediate Past President.

ARTICLE 7. MEETINGS OF DIRECTORS

Section 7.01: All meetings of the Board of Directors shall be held at an agreed upon location or at the principal office of the Corporation.

Section 7.02: The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held no fewer than four times per year. Special meetings of the Board may be called by the Chairman. Written notice of the time, place, and agenda for both regular and special meetings shall be given by the Chair, Secretary, or other person calling the meeting to each Director either by personal delivery, by mail, phone, or by any other electronic means at least 24 hours before the meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting.

Section 7.03: At all meetings of the Board, one-third of the voting members, thereof, shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Directors may cast a vote by written proxy if they know they will be unable to attend a meeting.

Section 7.04: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if two-thirds of the Board consenting thereto, in writing (email is acceptable), setting forth the

action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 7.05: *Roberts Rules of Order Newly Revised* shall govern the parliamentary procedures of the Corporation when not in conflict with the bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE 8. CLUB MEETINGS

Section 8.01: 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 8.02: The regular weekly meetings of this Club shall be held on Tuesday at 12:00 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 8.03: One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

ARTICLE 9. FINANCES

Section 9.01: All funds of the Corporation shall be deposited by the Treasurer or Executive Secretary as quickly as reasonably possible upon receipt to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 9.02: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all bills shall be paid only by checks signed by any two officers.

Section 9.03: 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 9.04: 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. The cost of bond is to be borne by the Club.

Section 9.05: 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 Rotary International shall be made in July and in January of each year on the basis of the membership of the Club on those dates.

Section 9.06: 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. The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations. By August 1, the Board shall approve a Corporation budget for the current fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 9.07: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by two of the following officers: President, Vice-President, President-Elect, Secretary, Treasurer, or the Past President.

Section 9.08: The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE 10. ASSETS, INVESTMENTS, AND OPERATIONS

Section 10.01: The Corporation shall have the right to retain all or any part of any securities or property acquired by it, and to invest and reinvest any funds or property held by it, in the discretion of the Board of Directors, without being

restricted to the class of investments which a Director is or may hereafter be permitted by law to make and without regard to any similar restriction; provided, however, that the Corporation shall not

- A. accumulate its income if any such accumulations are unreasonable in amount or duration in order to carry out the charitable, scientific and educational purposes for which it is organized, or
- B. use any such accumulated income for purposes or functions other than the charitable, scientific and educational purposes for which it is organized, or
- C. invest any such accumulated income in such a manner as to jeopardize the carrying out of the charitable, scientific or educational purposes for which it is organized.

Section 10.02: Unless otherwise ordered by the Board of Directors, the Chairman shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at or in connection with any such meeting may exercise all rights and powers incident to the ownership of such stock. The Board of Directors may confer like powers upon any other person and may revoke any such granted powers at its pleasure.

Section 10.03: The Corporation shall not lend any part of its assets, property, or income to any incorporator, to any Director or Officer of the Corporation, or to any substantial contributor to the Corporation, to any member of the family of any such person, or to any corporation controlled by any such person; nor shall the Corporation pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to any such persons or corporations; nor shall the Corporation make any substantial purchase of securities or other property from or sell any substantial part of its securities or other property to any such persons or corporations for other than an adequate consideration in money or money's worth; nor shall the Corporation engage in any other transaction which results in a substantial diversion of its assets, property or income to any such persons or corporations.

Section 10.04: The Corporation shall have members but will not have capital stock or shares issued. No incorporator, Director, or Officer shall at any time be considered to be the owner of any of the assets, property or income of the Corporation, nor shall he, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Corporation or disposed of as hereinafter provided. The Corporation is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, incorporator, Director, Officer, or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for services rendered to this Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax provided by Section 4942 of the Internal Revenue Code of 1986 as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1956 as amended, shall not retain any excess business holdings as defined in Section 4944© of said Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code and shall not make any taxable expenditures as defined in Section 4945(d) of said Code. The references herein to the Internal Revenue Code of 1986, as amended, shall include the regulations issued thereunder and the corresponding provisions of subsequent United States Internal Revenue laws and regulations.

ARTICLE 11. GENERAL PROVISIONS

Section 11.01: The fiscal year of the Corporation shall be a fiscal year of July 1 to June 30 for any tax reporting purpose.

Section 11.02: The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "(state)". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in quotation marks shall be deemed the seal of the Corporation.

Section 11.03: Not later than three months after the close of each fiscal year, the Treasurer shall cause to be made and present in writing to the Board of Directors the following:

- A. An audit or compilation, the choice of which shall be determined by the Executive Committee, prepared by a Certified Public Accountant.
- B. Any such financial reporting document as required by the Internal Revenue Service or any other governmental or regulatory authority.

Section 11.04: Each calendar quarter, the Treasurer shall cause to be made and present to the Board of Directors in writing each of the following:

- A. A Statement of Financial Position
- B. A Statement of Activity
- C. Any other such financial reporting document as required by the Internal Revenue Service or any other governmental or regulatory authority.

ARTICLE 12. FEES AND DUES

Section 12.01: Membership dues and fees shall be assessed by the Board of Directors and may be amended from time to time.

ARTICLE 13. METHOD OF VOTING

Section 13.01: The business of this Club shall be transacted by *viva voce* except the election of Officers and Directors, which shall be by ballot.

ARTICLE 14. COMMITTEES

Section 14.01: The work of the Club shall be apportioned among the following standing committees:

- A. Service Committee
- B. Program Committee
- C. Club Administration Committee
- D. Rotary International Committee
- E. Public Relations Committee
- F. Membership Committee

Section 14.02: 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. The President or the Board may identify and establish other committees as are appropriate to effectively pursue the Club's objectives.

Section 14.03: The committees shall regularly report to the Board of Directors regarding their recent business.

Section 14.04: 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 14.05: The Club Officers shall be members, *ex officio*, of all committees.

Section 14.06: Service Committee

- A. The Club President shall appoint a Club member to chair the Service Committee.
- B. The Service Committee shall pursue and strive to complete the Club's service goals, including the pursuit of service projects worldwide, the making of charitable gifts, and the undertaking of vocational projects.
- C. The Service Committee shall consist of the President's selected member and the chairs of all its subcommittees, as well as, all of the members of each such service committee.

Section 14.07: Program Committee

- A. The Vice-President of the Club shall chair the Program Committee.
- B. The Program Committee shall seek to provide programs that provide enlightenment, nourishment, and entertainment of the members at meetings and events.

Section 14.08: 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 Treasurer and the Executive Secretary shall serve on the Club Administration Committee.

Section 14.09: Rotary International Committee

- A. The Club President shall appoint a Club member to chair 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.

Section 14.10: 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 appoint a Club member to stand as chair of the Public Relations Committee.

Section 14.11: Membership Committee

- A. The Club President shall appoint a Club member to chair the Membership Committee.
- B. The Membership Committee shall be responsible for promoting Rotary and for conducting activities aimed at enhancing membership of the Club. Also seeks 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, and to assist new members with their orientation into the Club.

ARTICLE 15. ABSENCE FROM MEETINGS

Section 15.01: The Board of Directors sets the policy for a leave of absence and for an excused absence within the parameters designated by Rotary International.

- A. Leave of Absence - Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted for a maximum of one (1) year excusing a member from attending the meetings of the Club for a specific length of time. At the end of a one year leave of absence, members may reapply for another leave of absence; however, leaves of absence longer than one year are rarely granted (except for military personnel called to active duty.)
- B. Excused Absence - Excused absences may be granted when circumstances such as health, military service, etc. make it impossible for a member to attend either a Club meeting or a make-up. 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 16. METHOD OF ELECTING MEMBERS

Section 16.01: The name of a prospective member, proposed by an active member of the Club, shall be documented on a membership proposal form and submitted to the Board 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 16.02: The Board shall ensure that the proposal meets all the membership requirements of the Club constitution.

Section 16.03: The Board shall approve or disapprove the proposal within 30 days of its submission.

Section 16.04: If the decision of the Board is favorable, the prospective member name shall be published in the *Roto-Pep* electronic version.

Section 16.05: 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 16.06: 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 16.07: Following the election, the President shall arrange for the induction of the new member. The Executive Secretary shall provide appropriate literature for presentation at the induction. The President may assign a member to assist in the assimilation of the new member. The Club Secretary shall report the new member to Rotary International.

ARTICLE 17. RESOLUTIONS

Section 17.01: 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 18. ORDER OF BUSINESS

- A. For Regular Meeting
 - 1. Meeting Called to Order
 - 2. Introduction of visiting Rotarians and guests
 - 3. Correspondence and announcements
 - 4. Committee reports if any
 - 5. Address or other program features
 - 6. Adjournment

- A. For Club Assembly
 - 1. Meeting Called to Order
 - 2. Introduction of visiting Rotarians and guests
 - 3. Correspondence and announcements
 - 4. Committee reports if any
 - 5. Any old business
 - 6. Any new business
 - 7. Address or other program features
 - 8. Adjournment

ARTICLE 19. AMENDMENTS

Section 19.01: The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a two-thirds vote of the Board of Directors present at any duly called meeting of the Board. 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 Rotary International.

ARTICLE 20. INDEMNIFICATION AND INSURANCE

Section 20.01: Each person who is or has been a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses, including attorneys' fees, incurred by such person or persons in the connection with the defense of or settlement of any action, suit or proceeding to which he/she/they is/are named a party, alone or together with others, by reason of his/her/their being or having been a Director or Officer of the Corporation. Each such person shall also be reimbursed by the organization for any amounts paid to such person or persons in satisfaction of any judgment or settlement in connection with such action, suit or proceeding, unless such person or persons shall be adjudged on such action, suit or proceeding to be liable for willful misconduct in the performance of his/her/their duties to the Corporation. The foregoing right to indemnification shall be in addition to any other rights to which such person or persons may be entitled to as a matter of law.

Section 20.02: The Corporation shall, at its own expense, provide current and valid liability insurance coverage at a level determined by the Executive Committee for all members of its Board of Directors and Officers. Proof of such insurance shall be provided to the Chairman of the Board each year, and notices of renewal shall be provided in writing to each Board member and Officer thirty (30) days prior to the renewal date.

ARTICLE 21. CONFLICT OF INTEREST POLICY

The Board, by the approval of these bylaws, does herein incorporate by reference Exhibit A hereto which is a Conflict of Interest Policy. It shall not be a conflict of interest per se for a member of the Rotary Club of Anniston to serve on this Board or the Anniston Rotary Club Foundation Board.

The undersigned certifies that the foregoing bylaws have been adopted as the Bylaws of the Corporation in accordance with the requirements of the Alabama Code.

I, the undersigned, being the duly elected Secretary of this organization, do certify the adoption of these bylaws on this the 12th day of January, 2016.

Signature of Secretary

Printed Name of Secretary

Exhibit A
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any Director, principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the

disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers **shall annually sign** a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX
Conflict of Interest Policy
Signature Page

I, the undersigned, do hereby affirm the following with regard to The Anniston Rotary Club's Conflict of Interest Policy, as contained within its bylaws, to wit:

I have received a copy of the Conflict of Interest Policy,
I have read and understand the policy,
I have agreed to comply with the policy, and
I understand that The Anniston Rotary Club is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Signed this _____ day of _____, 20____.

BOARD MEMBER'S SIGNATURE

**Appendix B
Schedule of Fees and Dues**

**Article I
Fees**

1. Initiation Fee

Before being initiated, proposed members will pay a non-refundable Initiation Fee. This fee is subject to change at the discretion of the Board of Directors.

2. Unexcused Absence Fee

All members will be charged an unexcused absence fee. The purpose of this fee is to foster good attendance habits and involvement in the activities of the Club. All monies collected as unexcused absence fees will be designated for a Rotary scholarship at the International House of Jacksonville State University.

Members may avoid the unexcused absence fee in any number of ways, including, but not limited to the following:

- a. Attend a meeting of another Rotary Club
- b. Attend a Board of Directors' meeting
- c. Participate in a Committee meeting
- d. Participate in a Service project
- e. Participate in a District or International meeting and/or event
- f. Provide evidence of Military Duty which conflicts with attendance
- g. Provide evidence of serious illness which precludes attendance

3. Guest Fees

Members are encouraged to bring guests to the weekly meetings. The meal charge for such guests, will be assessed in arrears each quarter. If a guest is identified as a possible candidate for Rotary membership, no fee will be assessed. Members are reminded of the governance of the Four Way Test as regards this policy.

**Article II
Dues**

The regular dues of the Club will be set annually by the Board of Directors. Dues will be assessed in advance each quarter. Therefore, members will receive electronic invoices four times per year. Please refer to the Rotary Membership Dues Policy for the procedure for past due invoices.