

# Bylaws of the Rotary Club of Hanover, New Hampshire, Incorporated

## Article 1 Definitions

1. **Board:** The Board of Directors of the Club
2. **Club:** Rotary Club of Hanover, New Hampshire, Incorporated
3. **Director:** A Member of the Club's Board of Directors
4. **Member:** A Member, other than an honorary Member, of the Club
5. **RI:** Rotary International
6. **Year:** The twelve-month period that begins on 1 July

## Article 2 Board

The governing body of the Club shall be the Board. The Board shall consist of not less than ten nor more than eighteen Members. They are: President, President-Elect, Vice-President, Secretary, Treasurer, Past President, and up to twelve other Directors elected in accordance with article 3, section 1, of these Bylaws. Additionally, the Board may elect up to two *ex officio* Directors to fulfill functions not currently covered by existing Directors, to serve for one year.

## Article 3 Election of Directors and Officers

**Section 1** – At a regular Club meeting, one month prior to the Annual Meeting, the presiding officer shall announce the nominations recommended by the Board for President, President-Elect, Vice-President, Secretary, Club Treasurer, Charities Treasurer and other Directors, the number of which shall be determined by the Board but shall not exceed twelve. The nominations shall be announced at two more club meetings, and voted upon at the annual meeting. The election of officers and other Directors shall be by voice vote, unless the Members determine that the election be by ballot. The candidates for President, President-Elect, Vice-President, Secretary, ~~and~~ Club Treasurer, and Charities Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The additional candidates for Director receiving a majority of the votes shall be declared elected as the additional Directors.

**Section 2** – The Directors, so elected, together with the Past President, shall constitute the Board.

**Section 3** – A vacancy on the Board shall be filled by action of the remaining Directors.

**Section 4** – A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

**Section 5** - Directors may not serve more than 5 consecutive one year terms. The partial initial term of a Director selected by the Directors to fill a vacancy shall not be considered a term for purposes of applying the limitation of the number of consecutive terms. A Director who departs from office because of the limitation on consecutive terms may commence renewed service as a Director on or after the second anniversary of his or her departure.

## 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 – *President-Elect*** It shall be the duty of the President-Elect, in the absence of the President, to preside at meetings of the Club and the Board, to prepare a recommendation for the Club committees' plans for presentation to the Board in advance of the new year, and to perform other duties as may be prescribed by the President or the Board.

**Section 3 – *Vice-President*** It shall be the duty of the Vice-president, in the absence of the President and the President-Elect, to preside at meetings of the Club and the Board, and to perform other duties as may be prescribed by the President or the Board.

**Section 4 – *Secretary*** It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club and Board meetings; record and preserve the minutes of such meetings; maintain and report membership as required to RI; provide the monthly attendance report to the district governor within 7 days of the last meeting of the month; and perform other duties as usually pertain to the office of Secretary.

**Section 5 – *Club Treasurer*** It shall be the duty of the Club Treasurer to have custody of all funds; accounting for the funds annually to the Club, and at any time, upon demand by the Board. Additionally, the Club Treasurer prepares a budget of estimated income and expenditures for the year, and performs other duties as usually pertain to the office of Club Treasurer. Upon retirement from office, the Club Treasurer shall turn over to the incoming Club Treasurer or to the President all funds, books of accounts, and any other Club property.

**Section 6 – *Charities Treasurer*** It shall be the duty of the Charities Treasurer to have custody of all funds related to our charitable work; accounting for the funds annually to the Club, and at any time, upon demand by the Board. Additionally, the Charities Treasurer prepares a budget of estimated income and expenditures for the year, and performs other duties as usually pertain to the office of Charities Treasurer. Upon retirement from office, the Charities Treasurer shall turn over to the incoming Charities Treasurer or to the President all funds, books of accounts, and any other Club property.

**Section 6 7– *Additional Officers*** The Board may appoint one or more persons to serve as Assistant Treasurer or Assistant Secretary, who shall assist the Treasurer or Secretary, and act in place of said officer when that officer may be absent or temporarily unable to perform his or her duties.

## Article 5 Meetings

**Section 1 – *The annual meeting of the Club*** shall be held on or before the third Wednesday of ~~December~~, in February and at which the election of officers and Directors to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of the Club shall be held on Wednesday at 12:15 pm. Due notice of any changes in, or cancellation of, a regular meeting shall be given to all Members. All Members (except honorary Members or Members excused pursuant to Article 8 of the Club Constitution), on the day of the regular meeting, must be counted as present or absent. 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 the Club, at any other Rotary club, or as otherwise provided in Article 8 of the Club Constitution.

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

**Section 4** – Regular meetings of the Board shall be held monthly on such date as the Board shall establish at the beginning of the fiscal year. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of three (3) Directors, due notice having been given.

**Section 5** – A majority of the Directors shall constitute a quorum of the Board.

## **Article 6 Fees and Dues**

**Section 1** – There shall be no Club admission fee.

**Section 2** – Annual Club membership dues shall be recommended by the Board and voted upon by the Club. The dues amount is payable in a lump sum within 30 days following the billing notice sent by the Treasurer at the beginning of the (fiscal) year. The Board may assess late charges as it deems appropriate when Members fail to pay their dues within 60 days. A portion of the dues shall be applied to each Member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of the Club shall be transacted by voice vote, unless the Members determine that the election of officers and other Directors shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

## **Article 8 Five Avenues of Service**

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service and New Generations. This Club will be active in each of the Five Avenues of Service.

## **Article 9 Committees**

**Section 1** – Club committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. The President, President-Elect, and Past President will work together to ensure continuity of leadership and succession planning. When feasible, committee members are 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 their year in office. It is recommended that committee chairs have previous experience as a member of the committee. Standing committees may be appointed as follows:

**Section 2** – The recommended standing committees and their responsibilities are:

- **Club Administration - Chaired by the Sergeant-at-Arms**  
This committee oversees activities associated with the effective operation of the Club, such as the Sergeant-at-Arms and welcoming functions for the Club's weekly meetings. Subcommittees audit the Club's books, track and announce Member's birthdays, provide for a warm welcome for Club visitors and Members, and provide consolation for Members facing adversity.
- **Membership and Classification**  
This committee develops and implements a comprehensive plan for the recruitment and retention of Members.
- **Program**  
This committee arranges for speakers representing a variety of interests in the public, private, and non-profit sectors of the community for the Club's weekly meetings.
- **Public Relations and Club Bulletin**

This committee sends notes and announcements associated with the weekly Club meetings and upcoming events. It also serves to promote awareness of Rotary's mission in the community.

- **Rotary Foundation**

This committee develops and implements plans to support The Rotary Foundation through financial contributions and program participation.

- **Service Projects - Local, Regional, and International**

This committee develops and implements educational, humanitarian, and vocational projects that benefit the local and international communities we serve.

- **Youth Services**

This committee encourages local youth to participate in Rotary and the programs of Rotary (Rotaract, RYLA, Scholarships, Youth Exchange).

**Section 3** - Additional ad hoc committees may be appointed as needed.

**Section 4** – Fundraising Projects

The Board will ask Members to volunteer to chair fundraising projects as the need arises.

**Section 5** – The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 6** – 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.

**Section 7** – Each committee 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 - General**

**Section 1** - 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 make reference to appropriate RI materials.

**Section 2** - Each committee is encouraged to have clearly defined goals and action plans established by the beginning of each year for implementation during the course of the year

## **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, on the condition that such Member continues to pay the annual dues.

*(Note: Such leave of absence operates 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 Member must be recorded as absent, unless the absence is authorized under the provisions of Article 8, sections 3 and 4 of the Club Constitution.)*

## **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the Board shall approve 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 for Club operations and one for charitable/service operations, it being understood that the latter shall be under the auspices of the Club's associated Section 501(c)(3) charitable foundation.

**Section 2** – The Club Treasurer and the Charities Treasurer shall deposit all Club funds in a bank, named by the Board.

**Section 3** – All payments shall be made by the Club Treasurer, Charities Treasurer or the President. With the exception of dues payments made to the District and RI, any payment exceeding **\$1,000** shall be paid only when approved by two other Directors via verifiable electronic communication (e.g. e-mail or fax), at a regularly scheduled meeting, or through signature on the Check Request Form.

**Section 4** – A thorough review of all financial transactions by a member of the Club's Audit Committee shall be made once each year.

**Section 5** – If required by the Board, the Club Treasurer, the Charities Treasurer, and the President shall give bond for the safe custody of the funds of the Club. The cost of any such bond will be borne by the Club.

**Section 6** – The **fiscal year** of this Club shall extend from 1 July to 30 June.

## **Article 13 Method of Electing Members**

**Section 1** – The name of a prospective Member, proposed by an active Member, shall be submitted in writing to the Secretary. The Secretary refers the proposal to the Membership and Classification Committee for approval or disapproval. The Membership and Classification Committee ensures that the proposal meets all the classification and membership requirements of the Club Constitution, assigns a classification, and returns the proposal to the Secretary. The Secretary then forwards the proposal to the Board (via e-mail) for approval or disapproval.

**Section 2** – 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 3** – The Board shall approve or disapprove the proposal within seven (7) days of its submission, and shall notify the proposer, through the 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) within seven (7) days following publication of information about the prospective Member, that person, shall be deemed elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member shall be deemed elected to membership.

**Section 6** – Following the election, the President shall arrange for the new Member's induction. The Secretary shall arrange for the New-Member Rotary literature, and will report the new Member information to RI. The President will assign a Member to assist with the new Member's assimilation to the Club, and will suggest at least one Club project or function to the new Member.

**Section 7** – The Club may elect, in accordance with the 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 for Club Meetings

Call to order  
Introduction of visitors  
Correspondence, Announcements, and Rotary Information  
Committee Reports, if any  
Any Unfinished Business  
Any New Business  
Address or program  
Adjournment

## Article 16 Conflict of Interest

Any possible conflict of interest on the part of any Board member, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested Directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested Directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new Board member will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

## Article 17 Amendments

These Bylaws may be amended at any regular Club meeting, a quorum being present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment was mailed or given by verifiable electronic communication (e.g. e-mail or fax) 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.

The foregoing Bylaws were adopted by the Club at a regular meeting of the Club held on the **9<sup>th</sup> day of June, 2010.**

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Secretary

Reviewed and approved by the board on the **22<sup>nd</sup> day of October, 2013.**  
Updated April 8, 2014

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*Mary H. White*  
Secretary

## Addition to By-Laws: Family Plan

For purposes of the "Family Plan," the following definitions apply:

**Family member:** A family member is a fully qualified Rotarian, who meets all membership requirements for his/her club AND resides in the same household as one, or more, fully qualified Rotarians.

**Primary member:** A primary member is a fully qualified Rotarian. Each Family Plan household must have one Rotarian designated as the primary member. The primary member will pay full District dues.

Both family members and primary members are each required to pay their full Rotary International dues.

A family member will receive a 50% reduction in district dues, if all of the following apply:

1. The primary member will pay 100% of the per capita district dues. ***Each family member residing in that household will qualify for a reduction of 50% in District dues.***
2. Only one Rotary International magazine will be sent to each household.
3. The primary member (unless qualified under another club plan) will pay full Club Administrative dues. Family plan members may qualify for a reduction in their club dues according to that Club's membership plan. ***Under the current membership plan there will be no reduction in club dues.***
4. Family member status is NOT automatic. One seeking family membership status must apply in writing to the Board, who will vote on the request for family membership.

Family members will be reported to Rotary International as members. However, club reports to the District Secretary and Treasurer will indicate both the total number of club members and also the number of qualifying family members within that total.