

**ROTARY CLUB OF HANOVER
CONSTITUTION and BYLAWS**

Revision Adopted February 28, 2017

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Revision Adopted May 4, 2024 – Article I, Section 1 a, b, c, Section 2, Section 3; Article II Section 1 a, b, c, Section 2 b, c; Article III Section 1, 4 a.

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CONSTITUTION

Acceptance of Constitution and Bylaws: By payment of dues, a member accepts the principles of Rotary and agrees to comply with and be bound by its Constitution and Bylaws

Article I Amendment of Constitution or Bylaws

This club shall amend its Constitution or Bylaws, consistent with the constitution and bylaws of Rotary International, per the following procedure:

Section 1 – Adoption by the Board

- (a) Notice of proposed amendment shall be mailed, postal service or electronically, to each member of the board at least ten (10) days before meeting scheduled for the vote.
- (b) Votes on valid motions before the board may be submitted electronically either before or after the meeting at the discretion of the president. A majority of the officers and directors must vote in order for a quorum to be reached.
- (c) In no case may there be substitute voting for an officer or director either in person or electronically. No proxy voting is allowed.
- (d) Majority vote rules.

Section 2 – Vote by the Membership

- (a) Notice of proposed amendment shall be mailed, postal service or electronically, to each member at least ten (10) days before meeting scheduled for the vote.
- (b) A quorum, one-third (1/3) of the membership must be present. Members must be present to vote. Voting is by voice or show of hands; the president has the discretion to call for a vote by ballot
- (c) Majority vote rules

Should issues or concerns arise that are not answered or resolved through this club's Constitution or Bylaws, the board will refer to the District's sample constitution and bylaws, Rotary International's sample constitution and bylaws, resolutions passed by the Council on Legislation, and/or consult with the District's leadership team and District Governor.

Article II Name and Location

The Name of this organization shall be the Rotary Club of Hanover, located in Pennsylvania, U.S.A. The Club is a member of Rotary International District 7390 and serves the greater Hanover area where members work and/or live.

Article III Purpose

The Purpose of this club is to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, by supporting the Rotary Foundation, and by developing leaders beyond the club level.

Article IV Object of Rotary

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First: The development of acquaintance as an opportunity for service.

Second: High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society.

Third: The application of the ideal of service in each Rotarian's personal, business and community life.

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article V Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of the Rotary Club.

1. **Club Service**, involves action members should take within the club to help it function successfully.
2. **Vocational Service**, has the purpose of promoting high ethical standards in business and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. **Community Service**, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within the club's locality.
4. **International Service**, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. **Youth Service**, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects and exchange programs that enrich and foster world peace and cultural understanding.

Article VI Community, National, and International Affairs

The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 1 – No Endorsements – This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate. Political candidates will not be a guest speaker at a club meeting during the calendar year of their potential election. However, publically elected officials, regardless of their political party affiliation, may be periodically invited to provide an update to the club on the state of his or her borough, county or state.

Section 2 – No Resolutions or Opinions - This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

BYLAWS

Article I Meetings

Section 1 – Regular Meetings

(a) Day and Time. Section 1- Regular Meetings

The club shall hold a regular meeting with lunch on the first and third Tuesday of each month, at 12:00PM.

In addition, four (4) special meetings will be scheduled during the Rotary year, at the discretion of the Board, for service projects, fundraisers or social events.

(b) Change of Meeting. The club may establish an alternate meeting schedule that meets the needs of the club, however, the club must meet at least twice per month.

(c) Method of Meeting. Attendance may be in person, by telephone, online, or through an online interactive activity.

Section 2 – Annual Meeting – An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in these bylaws, Article II, Section 1.

Section 3 – Board Meetings – Regular meetings of the board shall be held each month, at a consistent date, time and place determined by the president.

Special meetings of the board may be called with reasonable notice by the president or upon the request of at least two members of the board.

Within 30 days after all board meetings, written minutes should be available to all members.

Article II Directors and Officers - Election, Duties and Voting

Section 1 – Election of Officers and Directors

- (a) **Nominating Committee** - At a regular meeting in October, two months prior to the meeting for election of officers/directors, the incumbent president shall appoint a nominating committee to be chaired by the president-elect and to include one other board member and three club members at large. This committee shall prepare a slate of nominees for president, vice president/president elect, past president, secretary, treasurer and replacements for any of the three directors that may be retiring from the board. The president will announce to the Club that any Rotarians interested in serving on the board should contact the nominating committee.
- (b) **Slate of Officers and Directors** - At a regular meeting in November, one month prior to the meeting for election of officers/directors, the president-elect shall present to the club the slate of officers (president, vice president/president elect, past president, secretary, treasurer,) and three directors to fill the positions of Lane Chairs. The president shall also call for nominations from the floor.
- (c) **Annual Meeting in December** - Nominations duly made shall be presented by the nominating committee and voted on at the annual meeting in December. The candidates receiving the majority of votes of those present, for the nominated positions, shall be declared elected.
- (1) The vice president elect shall serve as a member of the board as president-elect for the year commencing July 1st following his/her election and then as president on July 1st immediately following his/her year as president-elect.
 - (2) The past president shall serve as a member of the board for the year commencing July 1st following his/her year as president.
 - (3) The officers and directors, so elected, shall constitute the eight members of the Board of Directors effective July 1st.
- (d) **Board Vacancy** - A vacancy on the board shall be selected by the remaining members of the board. A vacancy of any officer-elect position or director-elect position shall be selected by the remaining members of the board-elect.

Section 2 – Duties of the Board of Directors

- (a) **Governing Body** - The governing body shall be the Board of Directors consisting of eight members of this Club, five officers and the three directors.
- (1) The Officers and Directors shall follow the guidelines as established at the President Elect Training (PETS), along with policies and procedures as established by the Club Constitution, Bylaws and Board directive
- (b) **Duties of the Officers**
- President –The president presides at meetings of the club and board and performs such other duties as ordinarily pertains to the office of president.

Vice President/President-Elect – The vice president/president elect presides over club and board meetings in the absence of the president and performs such other duties as ordinarily pertains to the office and shall prepare for their year as president.

Past President – The past-president serves as a board member and performs other duties as may be prescribed by the president.

Secretary – The secretary keeps the records of membership: records attendance at regular, board and committee meetings; records and preserves board meeting minutes; makes required reports to District and Rotary International as directed; and performs such other duties as usually pertain to the office of secretary.

Treasurer – The treasurer shall oversee all funds and provide annual accounting of these funds to the club and at any other times upon request by the board, and performs such other duties as pertain to the office of treasurer. Upon leaving office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and related records.

- (c) **Duties of Director** – Each director serves as a board member and performs other duties as may be prescribed by the president. Each of the three directors is assigned an avenue of service with oversight for its assigned committees and projects. The avenues (or lanes) are the foundation of club activity. Each director is responsible for regular meetings, assigned committee and project activities, and shall report to the Board on all activities.

Club and Community Service – This Avenue focuses on making clubs strong. A thriving club is anchored by an active membership development plan and strong administration. This Avenue encourages every Rotarian to find ways to improve the quality of life for people in their communities and to serve the public interest and may include the following committees: Program, Bulletin, House Fellowship/Activities, Public Relations, Website, Sergeant at Arms, Greeter, Prayer and Pledge, Membership, Fundraising, Charitable Fund, and Local Service Projects.

International Service – This Avenue exemplifies our global reach in promoting peace and understanding by sponsoring or volunteering on international/regional projects, seeking partnerships with other clubs/districts/NGOs and may include the following committees: Youth Exchange, International Toast, Humanitarian Projects, and the Rotary Foundation.

Youth Service – This Avenue recognizes the importance of empowering youth and young professionals through leadership development programs and may include the following committees: Junior Achievement, Interact Clubs, Students of the Month, Youth Leadership Conference (RYLA), Hugh O’Brian Youth Leadership (HOBY) and Scholarships.

Section 3 – Voting by the Board

- (a) Votes on valid motions before the board may be submitted electronically either before or after the meeting at the discretion of the president. A majority of the officers and directors must vote in order for a quorum to be reached.
- (b) In no case may there be substitute voting for an officer or director either in person or electronically. No proxy voting is allowed.
- (c) Majority vote rules.

Article III Membership – Application Process, Types, Fees and Dues, Classification, Attendance, Leave of Absence, Voting, Termination, and Solicitation

Section 1 – Application Process

- (a) **Application.** A prospective member must be proposed by a current club Rotarian (Sponsor). The membership application is completed and submitted to the membership committee.

- (b) **Board Action.** Promptly the membership committee reviews, approves and forwards the application to the board, ensuring that the candidate meets all of Rotary’s membership requirements. The proposal is kept confidential unless the board instructs otherwise. The board shall approve or reject the candidate’s membership within thirty (30) days and shall notify the sponsor and the candidate of its decision.
- (c) **Membership Committee.** If the decision of the board is favorable, the prospective member is invited to meet with the membership committee for education about Rotary and membership requirements, including receiving a copy of this Constitution and Bylaws, and to allow his/her name and proposed classification to be conveyed to the club.
- (d) **One Month Waiting Period.** Following the meeting with the membership committee, the candidate enters a month-long waiting period where:
 - (1) The candidate is encouraged to attend club meetings, at the club’s expense
 - (2) The candidate’s name, classification, and qualifications are shared with the membership for two regular club meetings. This information is listed in the bulletin and the application is listed on the club website.
 - (3) If no member of the club submits a written objection to the Board within the waiting period, including reasons for the objection, that person is considered to be elected to membership.
 - (4) If an objection has been filed with the board, the club shall vote on this matter at its next meeting. If approved, despite the objection, the proposed member is elected to membership.

Section 2 – Types of Membership – This club shall have two kinds of membership, namely: active and honorary. Each club shall have a well-balanced membership in which no one business, profession, organization, or group of closely-related family members, dominates.

(a) **Active Membership.** This club shall be composed of adult persons of good character and good business, professional and/or community reputation who are willing to serve.

A person possessing the following qualifications may be elected to active membership in this club.

- (1) A person engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or,
- (2) A person holding any important position in any worthy and recognized business or profession or any branch or agency thereof and has executive capacity with discretionary authority; or,
- (3) A person having retired from any position listed above; or,
- (4) A person having interrupted employment from any position listed above, in order to care for children or a family member; or,
- (5) A person being a community leader who demonstrates through personal involvement in community affairs a commitment to service and the Object of Rotary; or,
- (6) A person having the status of Rotary Foundation alumnus as defined by the RI Board,
- (7) Spouse, or significant other, of an active member. A spousal, or significant other, member will be charged for meals only when in attendance.

And who is willing to serve their community and follow the Object of Rotary;

And who lives or works in the greater Hanover area.

(b) **Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elevated to honorary membership in this club. Honorary membership may include:

- (1) An active member who through health or age can no longer participate in a routine and active manner, when the aggregate of the member's years of age and years of membership in one or more clubs is eighty-five (85) years or more.
- (2) An elected official or an individual appointed to public office who is routinely not available because of their position to participate in a routine and active manner. This condition shall not apply to persons holding positions or offices in schools or other institutions of learning or to persons elected or appointed to the judiciary; such individuals would be considered an active member.
- (3) The length of the term of membership shall be determined by the board and shall automatically terminate at the end of the term of such membership as determined by the board. The board may revoke an honorary membership at any time.

Honorary members shall be exempt from the admission fees, dues, and shall have no vote, and shall not be eligible to hold any office in this club. Such members shall pay for their meals when in attendance at a club meeting. Such members shall be entitled to attend all meetings and enjoy all the other privileges of this club.

Section 3 – Classification – Each active member shall be classified in accordance with the member's business, profession, or type of community service.

Section 4 – Admission Fees and Dues – The admission fee is determined by the Board and is invoiced with the first quarterly dues statement.

- (a) Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian*, club annual dues, meals, \$25.00 per year for an Every Rotarian Every Year commitment, \$20.00 per year in support of an annual project selected by the Board. Dues are billed quarterly.
- (b) Any member transferring from another club or any former member of this club, who rejoins this club, shall not be required to pay a second admission fee.
- (c) **Billing of Fees and Dues** – The method for payment of club fees and dues is arranged at a new member orientation meeting. The club's preferred method for sending invoices will be by email. The member assumes responsibility to view their emails, and make payment, in a timely manner. If a member desires a different method of payment, such as: automatic withdrawal or postal service mailing of invoices, those arrangements must be made at the orientation.
 - It is the responsibility of the member to notify the Club Secretary and Club Treasurer of any change in email address and other contact information that occurs during the individual's club membership.
 - (1) Invoices are issued on a quarterly basis.
 - (2) A reminder is sent to the member if payment is not received within 30 days of invoice distribution.
 - (3) After 60 days of non-payment, the member will receive a phone call or visit from another member to discuss delinquent payments, member contact information on record, and membership concerns. Personal, family, health, or professional challenges may have interrupted a member's life. The club will work with the member to make arrangements for payment and assist the member as needed. Refer to the Leave of Absence policy in Section 6.

- (4) After 90 days of non-payment, or in the absence of making arrangements for payment as listed in (3), the member will be notified in writing by postal mail that, if dues are not paid on or before a specified day, membership will be terminated. Refer to Section 8, Termination of Membership for additional information.

Section 5 – Attendance - Each active member is expected to attend this club’s regular meetings, or make-up meetings at another club or district event, and engage in this club’s service projects, events and activities, at a level of frequency that develops acquaintance with the membership, supports club/district/Rotary activities, and that strengthens the club in its mission and goals.

- (a) **Make –Up Meeting.** Attendance at a club activity or committee meeting, at another club meeting, or at a district service project or event, within two weeks of a missed regular meeting, serves as attendance for the missed meeting.
- (b) If the make-up meeting includes a paid meal, such as when attending another club, the member will be credited with the meal cost for the meeting missed at the home club.

Section 6 – Leave of Absence – A member may request, in writing and submit to the board, a leave for an extended period of time.

- (a) A leave can be requested for a minimum of two (2) consecutive meetings and a maximum of twelve (12) months.
- (b) The board may approve the leave for reasons it considers to be good and sufficient.
- (c) A request for medical reasons, including the birth of a child, beyond twelve (12) months may be approved.
- (d) During an approved leave, the member continues to pay their dues and fees; however, they are excused from meal expenses.

Section 7 – Voting by the Membership - One-third (1/3) of the membership shall constitute a quorum for the transaction of club business. Members must be present to vote. Voting is by voice or show of hands and the majority vote of members present prevails. The president has the discretion to call for vote by ballot.

Section 8 - Termination of Membership

- (a) **Resignation.** A member desiring to resign their membership should submit their notice in writing to the board. Financial obligations for dues, fees and meals will cease on the date the notice is received by the board.
- (b) **Non-Attendance.** The Board may determine that an active member who fails to attend this club’s regular meetings, or make-up meetings at another club or participate in district events, or fails to engage in this club’s service projects, events and activities at a level of frequency that develops acquaintance with the membership, that supports club/district/Rotary activities, and strengthens the club in its mission and goals, as failing to fulfill the purpose and principles of this club. The member will be notified in writing of the board’s decision and of the date of termination of membership.
- (c) **Non-Payment of Dues.** Any member failing to pay dues in a timely manner, as determined by the board, shall be notified in writing that if dues are not paid on or before a specified date, that membership will be terminated, subject to the discretion of the board.
- (d) **Other Causes.** The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause, such as failure to meet the high ethical standards that one should hold as a Rotary member as found in the Four Way Test,

by a vote of not less than two-thirds (2/3) of the board members present and voting, at a meeting called for that purpose.

The member should be given at least ten (10) day's written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case.

- (e) **Temporary Suspension.** If in the opinion of the board, credible accusations have been made that a member has refused or neglected to comply with this constitution or bylaws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club, and the accusation, if proved, constitutes good cause for termination, the board, by a vote of not less than two-thirds (2/3) of the board may temporarily suspend the member for a period no longer than is reasonably necessary pending the outcome of a matter.
- (f) **Reinstatement.** The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club, provided such person's membership was in good standing at the time of termination.

Article IV Policy on Solicitation

Occasionally, members seek to utilize the membership list and/or regular meetings to promote business, personal or political interests which are unrelated to Rotary initiatives. In order to preserve and protect the fundamental nature and purpose of Rotary, members and guests are not to use the forum of the regular meetings, other Rotary events, or the membership roster for the solicitation of business or personal interests unrelated to Rotary, without the express authority of the president.

Article V Rotary Club of Hanover Pennsylvania Charitable Fund Inc.

On August 4, 2015, the Rotary Club of Hanover created a non-profit corporation for the purpose of receiving tax-exempt deductible bequests, devises, transfers or gifts and to provide opportunity for donors to make tax deductible contributions to the Fund.

Refer to the bylaws of the Fund for additional information.

Section 1 – Funding

- (a) Annually, the club may make a donation to the Fund for the purpose of financially supporting local charities. The fund will determine which local organizations will receive financial support.
- (b) Annually, the club establishes a budget for the humanitarian committee's domestic and international projects. The humanitarian committee may request that budgeted dollars be deposited in the Fund as restricted funds and accumulated year-to-year for a future global grant. This accrual and restricted funds policy cannot be used for any other club funds.
- (c) Rotarians, individual donors, or donations made by another organization, can be deposited into the Fund. Such funds will be restricted or expended as directed by the donor. If the donor does not restrict the use of their contribution, the committee will use the funds at its discretion.
- (d) The humanitarian committee may request that the Fund financially support a global grant or a club grant by making that portion of the grant payment that will be reimbursed by the district or by The Rotary Foundation. When the district or TRF reimburses the club for such grant payment, the check will be deposited with the Fund.