

**BYLAWS OF THE ROTARY CLUB OF
HENDERSONVILLE, NORTH CAROLINA
ADOPTED BY THE BOARD OF DIRECTORS ON September 10, 2012
Approved by Membership on October 9, 2012**

Article I. Definitions

As used in these Bylaws, unless the context otherwise clearly requires, the following words have the following meanings:

1. Board: The Board of Directors of this Club.
2. Bylaws: The Bylaws of this Club.
3. Director: A member of this Club's Board of Directors.
4. Club: This Club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July of any year.
- 7 Constitution: The Constitution of this Club.
8. "Mail," "mailing" and "ballot-by-mail" include utilization of electronic mail (email) and Internet technology.

Article II. Board of Directors

Section 1. Composition of the Board

The governing body of the Club is the Board of Directors, consisting of the President, President-elect, the Secretary, the Treasurer, the Immediate Past President, and ten (10) Directors. Five (5) Directors are elected annually to two-year terms. All terms of the newly elected members of the governing body start effective with the start of the forthcoming fiscal year.

Section 2. Duties of the Board

The Board has general control over all Officers and committees, and may for good cause declare any office vacant. The Board hires, terminates and fixes the compensation, terms of employment, and duties of the employees and contractors whom the Board determines to be necessary or useful for the conduct of the business of the Club, as further provided herein.

Section 3. Board Action Final

The decision of the Board in all Club matters is final, subject only to an appeal to the Club.

Article III. Officers and Directors

Section 1. Officers

The Officers of the Club shall be a President, a President-elect, a Secretary, a Treasurer, and a Sergeant-at-Arms. The Officers serve a term of one (1) year, or until their successors are elected and assume office. The Secretary, Treasurer and the Sergeant-at-Arms may serve successive terms indefinitely. The other Officers may not serve successive terms in the same office.

Section 2. Eligibility for Office

In order to be eligible to be elected an Officer or Director, a Club member must be current on his or her dues and other debts to the Club, meet the Club's attendance requirements, and have the following experience:

- a. An Officer, except the Secretary, Treasurer and Sergeant-at-Arms, must have completed one (1) full term as a Director of this Club; or as a Director or President of another Rotary club prior to assuming duties.

- b. A Director must have been a member of the Club for at least two (2) years and have served actively on at least two (2) Club committees prior to assuming duties.

Section 3. Removal from Office

Any Officer or Director who has been absent without good cause as determined by the Board for three (3) consecutive meetings of the Board, or who has been absent without good cause as determined by the Board for five (5) meetings of the Board during a Rotary year, is considered to have resigned from his or her position.

Section 4. Vacancies

A vacancy exists when any Officer or Director resigns, is unable for any reason to perform his or her duties, or is demonstrably unwilling to do so, as determined by the Board. A vacancy in any office or on the Board is filled by the remaining members of the Board. A vacancy in any Officer-elect or Director-elect position is filled by the Board. If a vacancy occurs in the office of Immediate Past President, the Board should appoint as a replacement a Past President of this Club, if one is available. If no Past President is available the process outlined in Article IV, Section 2 should be followed.

Section 5. Assistant Officers and Contractors

The Board may from time to time appoint such Assistant Officers as it considers necessary to carry out the work of the Club. These Assistant Officers may include, but are not limited to, an Assistant Secretary and an Assistant Treasurer. These Assistant Officers shall perform such duties as the Officers whom they are appointed to assist shall specify in writing and delegate to them, and such other powers and duties as the Board may prescribe consistent with these Bylaws. Assistant Officers may, but need not, be members of the Club and may be employed by the Club to assist the elected Officers with their duties. The Board may also employ or contract in writing with persons to provide such other services as are not required by these Bylaws to be performed by the Directors and Officers of the Club as the Board may determine are best provided in this manner.

Article IV. Election of Directors and President-elect

Section 1. Nominating Committee

The Nominating Committee consists of the Immediate Past President, Chairperson; President-elect; the Secretary; and four (4) members of the Club who are neither Directors nor Officers, appointed by the President and approved by the Board.

Section 2. Nomination Process

After soliciting nominations from Club members in accordance with procedures approved by the Board, the Nominating Committee prepares a slate of nominees for President-elect and a slate of eight (8) nominees for Directors. Of the nominees for Directors five (5) will be elected and the other three will be Alternate Directors, who may be selected by the Board to replace any Director in the event of a need for replacement as provided in these Bylaws. The Nominating Committee presents its report at the regular meeting four (4) weeks prior to the annual meeting of the Club. If the Nominating Committee after diligent effort is unable in its opinion to present to the Club a nominee for President-elect who meets the prior experience qualifications for that office set forth in Article III, Section 2 of these Bylaws, but is nevertheless able to present as a nominee a person who in the opinion of the Committee is qualified by reason of experience and personal qualities, and who seems likely to fully and satisfactorily perform the duties of President-elect, and President, as set forth herein, the Nominating Committee may instead present the name of that person to the

Club members as the nominee. Any member of the Club may suggest to the Nominating Committee a person considered to have the qualities necessary to be President-elect.

Section 3. Election of Directors

The Secretary prepares a ballot with the nominees for each position to be filled listed in a randomly selected order. All Club members in good standing are eligible to vote. The Secretary, the Treasurer, and the President-elect serve as the Tellers Committee. Election for President-elect is by majority vote. The five (5) Directors and three (3) Alternate Directors are elected by plurality. If no nominee for President-elect receives a majority, a runoff election between the two (2) nominees for that office who received the most votes is held at the same meeting. If there is a tie for the fifth Director the names of the tied nominees are placed on a second ballot and voted on again at the same meeting, continuing likewise until all Director positions are filled.

Section 4. Election of Other Officers

The President-Elect submits nominees to the current Board as soon as possible after the annual meeting and the Board elects a Sergeant-at-Arms, a Secretary, and a Treasurer to serve annual terms effective with the start of the forthcoming fiscal year..

Article V. Duties of Officers

Section 1. President

The President presides at meetings of the Club and the Board, serves as a member of the Board, and performs such other duties as prescribed by the Constitution of RI, the Constitution of the Club, by these Bylaws, and as ordinarily pertain to the office of President. The President is the chief executive of and spokesperson for the Club and makes both substantive and administrative decisions regarding Club plans and activities; represents the Club in a variety of forums, responds to queries, and speaks for the Club on issues that concern it. The President oversees the progress of strategic planning. The President appoints all committee chairs and makes assignments of members to committees with the approval of the Board.

Section 2. Immediate Past President

The Immediate Past President shall serve as a member of the Board, provides continuity by informing the Board and Officers of past procedures and activities; and shall serve as chair of the Nominating Committee, as chair of the Council of Past Presidents, and as a member of the Board of Directors of The Rotary Club of Hendersonville, NC Charitable Corporation. The Immediate Past President also helps to develop programs, assists new chairmen and officers; acts as a resource, mentor, cheerleader for the board and Club committees; and serves in other capacities assigned by the Board and President.

Section 3. President-elect

The President-elect serves as a member of the Board and performs such other duties in aid of the President as may be prescribed by the President and the Board. The President-elect presides at meetings of the Club and Board in the absence of the President, and performs the duties of the President when requested to do so by the President by reason of the President's temporary inability to do so. In the event of the more-than-temporary inability of the President to exercise his or her office, as determined by the Board, the President-elect becomes Acting President of the Club with all the rights, privileges and powers. The President-elect is the ex officio chair of the Club Program Committee.

Section 4. Secretary

The Secretary is the custodian of the records and official papers of the Club other than its financial records, and prepares and keeps the roster, records of membership, and the

attendance of members at meetings. The Secretary gives, or causes to be given, notice of all meetings of the members and regular and special meetings of the Board; attends all meetings of the Board and all meetings of members; records all of the proceedings of the meetings of the Board and of the members in the Minute Book. The Secretary makes the required reports to the General Secretary of RI, including the semiannual reports of membership on January 1st and July 1st of each year; prorated reports on October 1st and April 1st of each Active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, and the reports of changes in membership. He or she files the monthly report of attendance at the Club meetings with the District Governor immediately following the last meeting of the month. The Secretary performs such other duties as may be prescribed by the Board or the President, who supervises the Secretary. He or she keeps an inventory of all properties owned by the Club, and performs such other duties as usually pertain to the office of Secretary of an organization.

Section 5. Treasurer

The Treasurer has initial custody of all funds of the Club, and accounts for them to the Club annually and to the Club and Board at any other time upon request by the Board. He or she performs such other duties as pertain to the office of Treasurer, and such as are assigned by the Board; and collects and remits to RI dues and subscriptions to *THE ROTARIAN*. Upon leaving office the Treasurer turns over to the incoming Treasurer or to the President all funds, books of accounts and all other Club property in his possession or control.

Section 6. Sergeant-at-Arms

The President and the Board prescribe the duties of the Sergeant-at-Arms.

Article VI. Meetings

Section 1. Annual Meeting

The annual meeting of the Club is held on the second Tuesday of December or at such other time in close proximity thereto not later than December 31 as is designated by the Board, for the purpose of the election of Officers and five (5) Directors to serve for the next Rotary year.

Section 2. Regular Member Meetings

(a) Time and Place. The regular weekly meetings of the Club are held at a time and place determined by the Board and published to the members. Notice of any change in the time or place of or canceling of the regular meeting is given to all members of the Club.

(b) Change of Meeting. For good cause, the Board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

(c) Cancellation. The Board may cancel a regular meeting if it falls on a legal holiday or in case of the death of a Club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the Club members. The Board also may cancel not more than four (4) regular meetings in a year for causes not otherwise specified herein, but the Club may not fail to meet for more than three (3) consecutive meetings

(d) Attendance. All active members (except members excused by the Board pursuant to Article 9 of the Constitution) in good standing in this Club, on the day of a regular meeting, must be counted by the Secretary as being either present or absent.

- (e) **Order of Business.** The usual order of business at a regular meeting of the Club is: The meeting is called to order. Brief patriotic and invocation activities. Introduction of visiting Rotarians and guests. Report of correspondence, and announcements. Committee reports. Unfinished business. New business. Program. Adjourn.
- (f) **Quorum.** The presence of one-third (1/3) of the active membership constitutes a quorum at the annual and regular meetings of this Club.

Section 3. Board Meetings

- (a) **Regular Meetings.** Regular meetings of the Board are held each month at such time and place as is determined by the Board.
- (b) **Special Meetings.** Special meetings of the Board are called by the President, or upon the request of four (4) members of the Board, notice having been given. The Board may transact business at a meeting that is held either with Board members present, or that is held by telephone conference call, by telephone ballot, by telefacsimile ballot or by email or electronic ballot over the Internet so long as a quorum of the Board is present at or participates in such meeting.
- (c) **Attendance by Non-Board Members.**

Any active member of the Club may attend any meeting of the Board at which the Board members are present in person, as an invitee or as a visitor. Members who attend Board meetings as visitors do not participate in Board discussions unless invited to do so by the Board. A notice of scheduled Board meetings shall be published in the calendar of events in the bulletin.
- (d) **Quorum.** A majority of the number of Board members then holding office constitutes a quorum of the Board.

(e). Closed Sessions

1. Purpose. Notwithstanding the other provisions of this article, upon an affirmative vote of two-thirds (2/3) of the Officers and Directors present, the Board may meet in closed session: to consider the employment, evaluation of performance, or dismissal of an employee of the Club; or to deliberate regarding decisions the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board; or about the possible election to or termination of a membership in the Club; or to discuss pending or proposed litigation or arbitration and to receive confidential attorney-client communications from legal counsel.

2. Attendance by an Affected Officer or Director

Closed sessions of the Board may not be attended by an Officer or Director under the following circumstances: (1) where the qualifications or performance of that member is being discussed; (2) where that member is employed by an entity that is or is likely to become a party to the litigation or arbitration being discussed; and (3) where that member or the Board determines that member would have a serious and substantial conflict of interest by becoming privy to confidential attorney-client information that is to be presented to or discussed by the Board in closed session.

3. Announcement of Closed Session. Before adjourning into closed session, the President announces the purpose of the closed session in a manner that provides the members of the Club who are present at the meeting with an understanding of the general subject matter to be discussed but which does not reveal sensitive or personal information. The Board will not discuss additional items outside the scope of this description.

4. Confidentiality of Closed Session. All members of the Board and others present maintain the confidentiality of discussions and decisions made in closed sessions of the board. The Board appoints a Secretary for closed sessions, and the Secretary keeps a closed session minute book for the purpose of recording the subject matter discussed and any actions taken in closed sessions.

Section 4. Methods of Voting

Whenever any matter is submitted to the members of the Club for a vote, and to the members of the Board for a vote, the votes are cast orally, except for the election of Officers and Directors, in which case the votes are cast by written or printed ballot, and except for other matters regarding which the Board decides that votes will be cast by written or printed ballot.

Article VII. Method of Proposing and Electing Members

Section 1. Proposal

A person may be proposed for membership in the Club by an active member of the Club (sponsor) or by the prospective member's former Club. If prospective member is proposed by a former Club, the Membership Committee will assign a sponsor from the active membership. The name of a proposed prospective active member is submitted by the sponsor to the Membership Committee in writing on the form used for such purpose. The proposal is kept confidential except as otherwise provided herein.

Section 2. Screening

Upon receiving a membership application the Membership Committee ensures that the proposed member meets all the classification and membership requirements of the Constitution and these Bylaws.

Section 3. Time Limits

The Board must approve or disapprove the proposal within 30 days of its submission to it by the Membership Committee, and within such time period also must notify the sponsor, through the Club Secretary, of its decision.

Section 4. Invitation

When the Board has approved the proposal, the prospective member is informed by the sponsor and the Membership Committee of the Board decision, of the purposes of Rotary, and of the privileges and responsibilities of membership, following which the prospective member is invited to apply to become a member. If the person accepts this invitation, he or she is requested to sign the membership application form and to permit his or her name and proposed classification to be published to the Club for consideration by the members.

Section 5. Publication

After such permission is given, the name of the proposed member, and his or her proposed classification and the identity of his or her sponsor is published to the members of the Club. If no written objection to the proposal, stating specific reasons for objection, is received by the

Board from any active member of the Club within seven (7) days following the date of initial publication that person is elected to membership. If any such written objection has been filed with the Board, the Board votes whether to elect the proposed member at its next meeting, based upon the requirements of membership specified in these Bylaws. If the proposed member is approved for membership by the Board notwithstanding the objection, the proposed member is invited to attend an orientation session prior to induction.

Section 6. Induction

Following such election, the President arranges for the induction of the new member into the Club; the Club Secretary issues a membership card to the new member, and reports the new member to RI.

Article VIII. Fees and Dues

Section 1. Admission fee

An admission fee in an amount established from time to time by the Board shall be paid by each newly elected member. However, the Board at its discretion may waive any part or all of the admission fee of a proposed member when there is good cause therefore, specified in the minutes of the Board meeting.

Section 2. Dues

All active members pay annual membership dues, which are uniform for all members, and in such amount as is determined by the Board from time to time. The Club bills members quarterly for the quarterly portion of their annual dues. Dues payments to RI are payable and are paid by the Club semiannually on the first day of July and of January, from which some portion of each semiannual payment is applied to the per annum price of each member's subscription to *THE ROTARIAN* magazine.

Section 3. Other Fees

The Board may from time to time approve additional fees to be levied on members of the Club.

Article IX. 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, past or future, or both. The Board may make such adjustments as seems to it to be fair in regard to the dues responsibility of any member who is granted a leave of absence as is provided herein.

Article X. Areas of Service and Club Committees

Section 1. Appointment of Committees and Committee Chairs

- (a) The Club functions in all of five (5) major Areas of Service, each of which has several committees that are constituted and terminated by the Board and chaired by members of the Club, in accordance with the needs of the Club and the requirements of RI. The five (5) areas of service are Club Service, Community/Vocational Service, International Service, New Generations, and Fund Raising. In addition to those committees in each of the Areas of Service, the Board establishes and terminates other committees from time to time. The President appoints the chairs and the members of the committees, as the President deems necessary, subject to the approval of the Board. The Club committees, and their duties, are listed in the Club's Procedures Manual.

- (b) A Director Chair and a Director Advisor, both of whom are named by the President from the Director membership of the Board, are responsible for leadership, management, and oversight of each of the five major areas of service.
- (c) The President is an ex officio, non-voting member of all committees except the Nominating Committee.
- (d) Each committee transacts 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, after communicating its proposed actions to the Board. No committee takes any action without the express prior approval of the Board.
- (e) Where feasible and practicable, Club committees have continuity of membership, either by appointment for terms longer than one (1) year or by renewing appointments for additional terms. However, committee membership is not permanent, and committee membership is rotated periodically so that all Club members have the opportunity to engage in a Broad variety of service activities. All members of the Club should serve on at least one (1) committee.
- (f) The President rotates committee chairs periodically by making new appointments. Except in extraordinary circumstances, no chair serves as chair of the same committee for more than three (3) consecutive years.
- (g) The President also may appoint any other committees and their chairs that the President deems necessary for the internal administration of Club affairs, subject to the approval of the Board.

Article XI. Finances of the Club

Section 1. Deposits of Funds

The Treasurer or a person authorized by the Treasurer to do so deposits all funds of the Club in a bank or banks or other financial repositories specified by the Board.

Section 2. Payment of Debts

Upon the presentation to the Treasurer of bills or signed vouchers authorizing payment thereof, bills owed by the Club and expenditures made by the Club are paid only by checks drawn on such accounts and signed by two (2) of the following, the Treasurer or an Assistant Treasurer, Secretary, or Administrative Assistant. In the absence of the Treasurer and Assistant Treasurer, the President may designate in writing other Officers of the Club to pay the bills of the Club by writing checks on the account of the Club. The Club incurs a debt only by written authorization signed either by the President, or in his or her absence, by any two Officers of the Club. A thorough review of the Club's financial processes by a qualified person appointed by the Board is made once each year during the last quarter of the fiscal year.

Section 3. Security Bond

Officers of the Club who have charge or control of funds owned by or the custody of the Club may be required by the Board to execute a commercial security bond for the safe custody of such funds, with the cost of the bond to be paid by the Club.

Section 4. Fiscal Year and Payments

The fiscal year of this Club runs from July 1st of one calendar year to June 30th of the next calendar year, and for the collection of members' dues is divided into two (2) semiannual periods that run from July 1st to December 31st of one calendar year, and from January 1st to June 30th of the following calendar year. The payment of per capita dues and magazine subscriptions to RI is made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates. Payments for magazine subscriptions for members

joining during a semiannual period are made upon receipt by the Treasurer of invoices therefore sent by the RI Secretariat.

Section 5. Budget

At the beginning of each fiscal year the Board must prepare or cause to be prepared a budget of the estimated income and the estimated expenditures of the Club for the current fiscal year. When the Board agrees to and adopts this budget, its provisions constitute the limit of expenditures for the respective purposes therein stated during the fiscal year for which the budget was adopted, unless otherwise ordered by the Board.

Article XII. Resolutions, Motions, and Club Action

No action purporting to be that of the Club may be taken without the express prior approval of the Board. If a Club member proposes the adoption of a resolution by the Club, or makes a motion to commit the Club to take any action, such proposed resolution or motion may be considered as the action of the Club only after it has first been considered and approved by the Board. Any such resolution or motion offered at a Club meeting is referred automatically to the Board without further debate or discussion. No action of the Board is submitted to the members for a vote except in those cases specifically provided for by these bylaws, which include without limitation election of Officers and appeals from Board actions.

Article XIII. Parliamentary Authority

All meetings and proceedings of the members and of the Board are governed by the procedures prescribed by the current edition of ROBERT'S RULES OF ORDER (Newly Revised), unless these procedures are otherwise modified by these Bylaws or in writing in advance by the Board, with adequate advance notice to the members.

Article XIV. Amendments

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been provided at least two (2) weeks before such meeting. Notice may be given by publication in the Club's Bulletin, and the written text of any proposed amendment or addition to these Bylaws shall be made available to each member in attendance at two (2) meetings prior to a vote on any amendment or addition. No amendment or addition to these Bylaws can be made which is not in harmony with or which conflicts with the Club Constitution or with the Constitution or Bylaws of RI.

END OF BYLAWS