

BYLAWS OF THE ROTARY CLUB OF LONGVIEW, TEXAS

Last Amended 30 October 2018

Article I Definitions

1. Board: The board of directors of this club.
2. Director: A member of this club's board of directors.
3. *Ex-Officio* Director: A person automatically serving as a director by virtue of holding another specified position. Unless provided otherwise in these bylaws, an *ex-officio* director is authorized to vote and to be counted in determining the existence of a quorum at any board meeting properly attended by such *ex-officio* director. However, an *ex-officio* director's absence from a meeting shall not be counted against the existence of a quorum for such meeting. An *ex-officio* director shall automatically cease to serve in such position if he or she shall cease to hold the position specified as the basis for such *ex-officio* director status.
4. Member: A member, other than an honorary member.
5. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
6. RI: Rotary International.
7. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of fourteen (14) members of this club, namely, seven (7) directors elected in accordance with article 3, section 1, of these bylaws, and the president, the immediate past president, president-elect (called president-nominee until July 1 of the next following calendar year), vice-president, secretary, treasurer, and the chairperson of the Longview Rotary Endowment Fund, Inc. who shall be an *ex-officio* director.

Article 3 Elections and Terms of Office

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and seven (7) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The seven (7) candidates for

director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board or any office 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 – The terms of office for each role shall be one (1) year.

Article 4 Duties of the 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 – *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform other duties as may be prescribed by the president or the board.

Section 3 – *President-elect.* It shall be the duty of the president-elect to serve as a director, to prepare for his or her year in office, and to perform other duties as may be prescribed by the president or the board.

Section 4 – *Vice-President.* It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president. It shall also be the duty of the vice-president to receive and investigate reports of any potential and real misuses or mismanagement of any club or grant funds. If such reports involve Rotary Foundation grant funds, they must be reported to the district Rotary Foundation chair.

Section 5 – *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. It shall also be the duty of the secretary at the conclusion of each year to collect and archive for a minimum of seven years all important documents generated by club officers and committees. Such files will be immediately transferred to any successor secretary. All club records shall be accessible and available to Rotarians in the club or at the request of the District, Rotary International or the Rotary Foundation.

Section 6 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turnover to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 7 – Officers in general. The duties of all officers shall include ensuring that all activities of the club or its members avoid any actual or perceived conflicts of interest, adhere to high standards of stewardship and proper management and comply with local laws.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held at a date and time to be determined by the board of directors, but under no circumstances later than 31 December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesdays at 12:00 noon. 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 pursuant to 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 12, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held each month at a date, time, and place to be determined by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Dues

The membership dues shall be an amount determined by resolution of the board, payable semiannually on the first day of July and of January. Annual club dues include RI per capita dues, a subscription to The Rotarian, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of this club shall be conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, vice-president and immediate past president should work

together to ensure continuity of leadership and succession planning. When feasible, committee members should be 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 the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Public Image
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- Administration
This committee should conduct activities associated with the effective operation of the club.
- Service Projects
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- The Rotary Foundation
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- Fundraising
This committee should develop and implement fundraising activities to provide the club with funds for club service projects, both local and global.
- New Generations
This committee should develop and implement plans to support the four youth-oriented programs of Rotary International, these being Interact, Rotaract, RYLA, and Rotary Youth Exchange.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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.
- (c) Each 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 9 Duties of Committees

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. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

It shall be the specific responsibility of the Foundation Committee chair to implement, manage, and maintain club qualification to receive and manage Rotary Foundation grant funds and ensure the club adheres to all Rotary Foundation grant reporting requirements.

Article 10 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare 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 in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – 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 RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 – The treasurer shall deposit all Rotary Foundation grant funds in a bank named by the board. Such bank account will be separate from the club funds, low- or noninterest-bearing, and be titled as the “Rotary Club of Longview Grants Fund”. The president, treasurer and Rotary Foundation chair are authorized signatories on the grants fund bank account. Disbursements from the grants fund bank account require the signature of any two of the three authorized signatories. Any interest earned on the grants account must be used for eligible, approved grant activities or returned to the Rotary Foundation. Grant funds may never be deposited in any investment accounts.

Section 8 – Each June the treasurer shall obtain the appropriate signatory change forms from the bank to transfer signature authority to the new officers on all bank accounts. The completed form must be effective on July 1 and be returned to the bank no later than July 1. If there are any changes of the signatory officers during the year the remaining signatory officers must immediately obtain the appropriate signatories change form from the bank, complete the form and return it to the bank.

Section 9 – The treasurer shall maintain a standard set of accounts utilizing any manual or electronic method of maintaining the books of account. The accounting system will contain all of the transactions of all funds maintained by the club upon which a monthly set of financial statements by fund will be generated and presented to the board.

Section 10 – The treasurer shall be responsible for the preparation of any required annual state and federal tax reports, ensuring they are signed by the president and filed with the appropriate authority by the required due date. Copies of all tax reports shall be presented to the board.

Article 11 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 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) of the club within seven (7) days following publication of information about the prospective member, that person, shall be considered to be 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 considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 12 Rules of Order, Special Rules and Resolutions

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

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 13 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 14 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been published on the website of the club, e-mailed to members, and made available to members at a regular club meeting 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 Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.