

Bylaws of the Longview (Greggton) Rotary Club of Longview, Texas, Inc.

Article 1 Definitions

- 1. Club:** The Longview (Greggton) Rotary Club of Longview, Texas, Inc., RI Club Number 1871, Rotary District 5830, Chartered May 8, 1962, also known as the Rotary Club of Longview (Greggton), Texas, USA and the Longview (Greggton) Rotary Club.
- 2. Leadership Group:** Comprised of Board and president-designated sub-committee chairs and other Members as the leadership body for the Club
- 3. Board:** The Board of Directors of this Club, the voting governing body of the Club.
- 4. Director:** A member of this Club's Board of Directors.
- 5. Member:** A member, other than an honorary member, in good standing of this Club.
- 6. RI:** Rotary International.
- 7. Foundation:** The Rotary Foundation of Rotary International
- 8. Rotary Year:** The twelve-month period that begins on July 1 and ends on June 30.

Article 2 Governance of Club

Section 1 – Board of Directors. The governing body of this club shall be the Board consisting of eleven (11) Members of this Club, namely, the president, president-elect (or president-elect nominee, if no successor has been elected), secretary, treasurer, immediate past president, and the six (6) Standing Committee chairs elected in accordance with Article 3, Section 1. Each Director shall hold one vote.

Section 2 – Leadership Group. The president may name additional Members to comprise the leadership of this Club, including sub-committee chairs and other Members. For any matter requiring a vote, the governing body shall be the 11-member Board of Directors above.

Article 3 Election of Directors and Officers

Section 1 – Election. At a regular meeting one month prior to the Annual Meeting for the election of officers and Directors, the presiding officer shall ask for nominations by Members of the Club for president-elect, secretary, treasurer, and the six (6) Standing Committee chairs. 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 from Members as the Board may decide. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted on at the Annual Meeting. The candidates for president-elect, secretary, treasurer, and each chair of the six Standing Committees receiving a majority of the votes shall be declared elected to their respective offices. Such candidates shall take office on the next succeeding July 1, the beginning of the subsequent Rotary Year. The candidate for president-elect elected in such balloting shall be the president-elect nominee and serve as a Director (as president-elect) for the Rotary Year commencing on the next succeeding July 1,

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and thereafter shall assume office as president on the second succeeding July 1. The president-elect nominee shall take the title of president-elect upon the election of a successor.

Section 2 – Board. The officers and Directors, so elected, together with the immediate past president shall constitute the Board. Within one week after their election, the Directors-elect shall meet and elect some Member of the club to serve as sergeant-at-arms, a non-voting officer.

Section 3 – Current vacancies. A vacancy in the Board or any office shall be filled by action of the remaining Directors.

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

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 to serve as a Director and to perform such other duties as may be prescribed by the president or the Board. It shall also be the duty of the president-elect to preside at meetings of the Club and the Board in the absence of the president and to perform other duties as ordinarily would pertain to the office of vice-president. It shall also be the duty of the president-elect 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 3 – 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 changes in membership as required by RI, including the semiannual reports of membership on July 1 and July 1 of each Rotary Year (and prorated reports on October 1 and April 1) of each active Member who has been elected to membership in the Club since the start of the July or January semiannual reporting period; 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 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the Club annually and at any other time upon demand by the Board,

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and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 5 – *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office, including the setting up of the meeting place and the Rotary banners, and arranging for Members to assist the president in the meeting agenda as well as such other duties as may be prescribed by the president or the Board. The sergeant-at-arms is a non-voting officer.

Section 6 - *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 on the second Friday of December in each year, at which time the election of officers and Directors to serve for the next succeeding Rotary Year shall take place.

Section 2 – *Regular Meetings.* The regular weekly meetings of this club shall be held on Friday at 12:00PM (Noon). Due notice of any changes in or canceling of a regular meeting shall be given to all Members of the club. All Members (excepting an honorary Member or a Member excused pursuant to Article 12, Sections 3 and 4 of the standard Rotary Club Constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as otherwise provided in the standard Rotary Club Constitution, Article 12, Sections 1 and 2.

Section 3 – *Quorum at Member meetings.* One-third of the membership shall constitute a quorum at the Annual meeting and at regular meetings of this Club.

Section 4 – *Board Meetings.* Regular meetings of the Board shall be held on the second Wednesday of each month at a place designated by the president. The regular meetings of the Board may be changed by Board action without the need for changing these bylaws. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of at least two (2) Directors, due notice having been given.

Section 5 – *Quorum at Board meetings.* A majority of the officers and Directors shall constitute a quorum of the Board.

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Article 6 Dues

Section 1 – Annual Dues. The membership dues (as of the date of ratification of these bylaws) shall be \$300.00 per annum, payable semiannually on July 1 and January 1. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment. Semiannual dues are to be prorated for new Members who are elected to membership between the semiannual payable dates.

Section 2 – Revision of Dues. The membership dues may be changed by Board action to meet changing budget conditions.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote except for the election of officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by voice vote. The Members may determine that the election of officers and Directors be considered by voice vote rather than ballot at the Annual Meeting.

Article 8 Avenues of Service and The Rotary Foundation

This Club will be active in each of the Avenues of Service. This Club will also be active in the programs of and fundraising for The Rotary Foundation.

Article 9 Committees

Section 1 – Committee structure. Club Committees are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. The president-elect, 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. However, Members should be encouraged to rotate to serve on other Committees for appropriate knowledge and education about all Club activities. 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.

Section 2 – Standing Committees. Standing Committees, of which the chair serves as a Director, shall be appointed as follows:

- **Membership**
This Committee should develop and implement a comprehensive plan for the recruitment, orientation, education, and retention of Members.

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- **Public Image**
This Committee should develop and implement plans to provide the public with information about Rotary International and to promote the Club's local service projects and activities within the community.
- **Club Administration**
This Committee should conduct activities associated with the effective Club operations. The secretary and treasurer shall serve as members of this Committee.
- **Service Projects**
This Committee should develop and implement educational, humanitarian and vocational projects that address the needs of this community and District 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.
- **Fund Raising**
This Committee should plan, promote and execute ways to raise funds to support the projects and activities of the Club. The Chair and any voting member of this committee must not be an Officer or Director of any related 501 (c) (3) organizations. In addition to other Committee members, the President(s) of any related 501 (c) (3) organizations will be an ex-officio, non-voting, member of the Committee.

Section 3 – Sub-committees. Additional ad hoc committees may be appointed as needed. The chair of each Standing Committee, in consultation with the president, is responsible for appointing the chairs of the respective sub-committees. Some possibilities are:

Sub-committees under Membership

- Classifications
- Family of Rotary
- Membership recruitment and retention
- Member orientation and education
- Membership Directory

Sub-committees under Public Image

- Website
- Print and other media

Sub-committees under Club Administration

- Attendance
- Club bulletin
- Programs
- Long Range (Strategic) Plans

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- Club history

Sub-committees under Service Projects

- Community service
- Vocational service (literacy and scholarships)
- International service
- Youth service

Sub-committees under The Rotary Foundation

- Financial support (Foundation Sustaining Members, Paul Harris Fellows, etc.)
- Grants

Sub-committees under Fund Raising

- Funding Allocation
- New Fund Raising Proposals

- (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 to 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 regularly report to the Board on all Committee activities.

Article 10 Duties of Committees

- (a) The duties of all Committees shall be established and reviewed by the president for his or her Rotary 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 Rotary Year.
- (b) Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary 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 prior to the beginning of such president-elect's Rotary Year.
- (c) 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.

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Article 11 Past Presidents Advisory Council

The Past Presidents Advisory Council shall consist of all Club past-presidents who are current Members of the Club and shall include current Members of the Club who have served as presidents in other Rotary Clubs. The Council will serve in an advisory role to the president and Board and Council members may be asked to perform such special projects whose successful completion will benefit from their experiences and skills.

Article 12 Leave of Absence

Upon written application to the Board setting forth good and sufficient cause, the Board may grant a temporary leave of absence excusing a Member from attending the meetings of the Club for a specified length of time. Such temporary leave of absence shall serve to avoid a termination of membership for missing four consecutive meetings. If the Board grants the temporary leave of absence under Article 12, Section 3(a) of the Club's constitution, then such Member shall not be included in the calculation of the overall Club's attendance under Article 12, Section 5 of the Club's constitution. Such temporary leave of absence does not relieve the Member from any of the other obligations and responsibilities of membership, including any dues and assessments.

Article 13 Finances

Section 1 – Budget. Prior to the beginning of each Rotary Year, the incoming president and incoming treasurer shall prepare and the incoming Board shall approve a budget of estimated income and expenditures for such Rotary 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.

Section 2 – Separation of funds. The treasurer shall deposit all Club funds in a bank designated by the Board. The Club funds shall be divided into four separate parts: Club operations, fundraising, Foundation and reserves.

Section 3 – Payment of bills. All bills shall be paid by the treasurer or other authorized officer (only when approved by two other officers or Directors).

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

Section 5 – Bonding. 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 – Fiscal Year. The fiscal year (Rotary Year) of this Club shall extend from July 1 to June 30, and for the collection of Members' dues shall be divided into two (2) semiannual

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periods extending from July 1 to December 31, and from January 1 to June 30. The payment of District and RI per capita dues and RI official magazine subscriptions shall be made on or before July 1 and January 1 of each Rotary Year on the basis of the membership of the Club on those dates.

Section 7 – Reports to Membership. The treasurer shall provide a semi-annual and annual statement of assets, liabilities and fund balances and statement of revenues and expenses to the membership.

Section 8 - 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 (Greggton), Texas, Inc. 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 9 - 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 10 - The treasurer shall maintain a standard set of accounts utilizing QuickBooks software. 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 11 - The treasurer shall prepare 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 14 Method of Electing Members

Section 1 – Prospective members. 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 Rotary club may be proposed to active membership in this Club by the former Rotary club. The proposal shall be kept confidential except as otherwise provided in this procedure.

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

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Section 3 – Board Action. 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 – Publishing name. 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 – Written objections.

- (a) If there is no written objection to the proposal 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 a Member of this Club.
- (b) If any written objection, with stated reasons, has been filed with the Board within the seven (7) day period, the Board shall discuss the objection and vote on this matter at its next Board meeting. If approved despite the objection, the proposed member shall be considered to be elected a Member of this Club.

Section 6 – Induction. Following the election, the president shall arrange for the new Member's formal 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 into the club as well as assign the new Member to a club project or function. It is expected that the Member who proposed the new Member for membership be the new Member's mentor; the president shall appoint a Member to be a transferred Member's mentor.

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

Article 15 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 or approval at such Club meeting.

Article 16 Training and Orientation

Section 1 – President-elect. The president-elect is required to attend the President Elect Training Seminar (PETS) and is strongly encouraged to attend the Rotary International Convention during the Rotary Year preceding the presidential term. The normal costs of attendance of PETS and a significant portion of the cost of attending the International Convention will be borne by the Club by budgeting such expense in the operational budget.

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Section 2 – Board. The incoming officers and Standing Committee chairs are required to attend the District Assembly (District training seminar) and the District Conference during the spring preceding their respective terms of office. The Club will pay for their attendance fee. The incoming officers and Standing Committee chairs are strongly encouraged to participate in the other District meetings, including the Mid-Year and Foundation seminars.

Section 3 – Members. The new Members of the Club (including transfers) are required to attend a formal orientation educational meeting. This orientation shall include, among other items, the history of Rotary International, The Rotary Foundation and the Longview (Greggton) Rotary Club, the requirements of membership, the motto and sayings of Rotary, a copy of the standard Rotary club constitution, the Club's bylaws, the Club's finances, the Club's service projects, the assignment of a mentor and the assignment to a Committee of service. The new Member should be accompanied by his proposer/mentor at the orientation.

Article 17 Order of Business

The order of business for membership meetings shall include the following items. The order of their inclusion is at the discretion of the club president or those standing in for the club president at any membership meeting.

- Meeting called to order.
- Song, pledge, prayer, and 4-Way Test.
- Introduction of visitors.
- Correspondence, announcements and Rotary information.
- Committee reports, if any and any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

Article 18 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 mailed (via US Mail or by electronic means) 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 standard Rotary club constitution and with the constitution and bylaws of RI.

Ratified at a regular meeting of Members on 9 June 2017.