

Bylaws of the Rotary Club of Kerrville

February 2024

Article 1

Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's board.
3. Member: A member, other than an honorary member, of this club.
4. 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.
5. RI: Rotary International.
6. IMPACT Club: A companion club of this club focused on service projects.
7. Year: The twelve-month period that begins 1 July.
8. In Writing: A communication capable of documentation regardless of the method of transmission.

Article 2

Board of Directors

Section 1 – The governing body of this club shall be the Board consisting of twelve (12) members of this club, namely, six (6) directors elected in accordance with Article 3, Section 1, of these bylaws, and the President, President-elect, Secretary, Treasurer, and the immediate Past President. The Executive Secretary of this club will serve as a non-voting member of the Board. The IMPACT club will have a President who will be invited to join the Rotary Club of Kerrville's Board of Directors.

Section 2 – Upon election to the Board, all Board members will attend at least one Rotary leadership development course prior to taking office on July 1st. The president-elect shall determine what course(s) are appropriate for Board Members.

Article 3

Election of Directors and Officers

Section 1 – At a regular Wednesday meeting in December, designated the Annual Meeting of the club, officers and directors for the coming year shall be elected by the club members in attendance that day. At a regular meeting in mid-October, sixty days prior to the Annual Meeting, the President will announce that a Nominating Committee, chaired by the immediate Past President of the club, has been appointed and that nominations for directors and officers would be accepted in writing to the Nominating Committee Chairman. At a regular meeting in mid-November, thirty days prior to the Annual Meeting, the Chairman shall present a slate of officers and directors to the membership listing one nominee for each of the offices to be filled and six director nominees. The director nominees shall be nominated to serve as Directors at Large. The Nominating Committee, composed of the five active immediate past presidents of the club, along with the current President-elect serving as an advisory member of the committee, shall meet and select nominees for Director and one nominee each for the offices of President, President-Elect, Secretary, and Treasurer. The President-Elect shall be asked to submit names for each position on the ballot. The Nominating Committee will have final approval of names to be submitted and it will be their responsibility to obtain consent from each nominee prior to an announcement at the November meeting, 30 days prior to the Annual Meeting. The Chairman of the Nominating Committee will consult with the President-Elect prior to announcing the nominees to make sure that the nominees if elected, will be a cohesive board. Nominations from the floor will be accepted at the Annual Meeting. The President would obtain consent from those nominated from the floor before they are placed on a ballot. Should there be more than one nominee for each office or more than six nominees for the director positions, then the vote will be by secret ballot of those present at the meeting and the candidates with the majority of the votes will be elected. If a ballot is necessary, nominees will be listed in alphabetical order.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election, the board of directors-elect aligned with the Administrative Committee

Section 2 – The regular weekly meeting of this club shall be held each Wednesday at 12:00 noon. Due notice of any such changes in or canceling of the regular meeting shall be given to all members of the club.

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 of Directors shall be held on the second Tuesday of each month. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 - A majority of the Board members shall constitute a quorum of the Board of Directors.

Article 6 **Fees and Dues**

Section 1 - The Board of Directors shall set the admission fee, which shall be paid before the prospective new member qualifies for membership.

Section 2 – The dues for this club and the IMPACT Club shall be set by the Board and shall include a subscription to the *Rotary* magazine, district and RI per capita dues, club fees, and any other Rotary International or district per capita assessment.

Section 3 - The charge for weekly luncheons shall be as agreed the Board of Directors and the person or persons providing the same. Dues shall be adjusted according to this agreement when required. Special dues arrangements that consider meetings attended may be made for those granted Excused Absences.

Article 7 **Method of Voting**

The business of this club shall be transacted by voice vote or hand except the election of Officers and Directors which shall be by ballot if there is more than one nominee per office. At the discretion of the President, voting may include the use

of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 8

Committees

Club committees are charged with carrying out the annual and long-range goals of the club. The President, President-Elect, Secretary, Treasurer, and Immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, 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. A Director will be aligned with each committee on a one-on-one basis and may also serve as the committee chair. Each club member should be primarily associated with one committee and thereby aligned with a director. Standing committees should be appointed as follows:

Club Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Club 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.

Club Administration: This committee should conduct activities associated with the effective operation of the club.

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 Service Project Committee will consider vocational service, community service and international service avenues when developing plans for the year,

Article 10

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 no longer than twelve (12) months. The member granted Leave of Absence shall be responsible for club dues during the period the member is on leave. (See Article 6).

S 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.

Article 11

Finances

Section 1 – Prior to the beginning of each fiscal year, the Board of Directors-Elect 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 be responsible for the deposit of 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 approved/paid by two officers of the club. Two signatures are required on all checks. Those individuals authorized to sign checks are the President, Immediate Past President, President-Elect, Secretary, and Treasurer.

Section 4 – An independent thorough review of all financial transactions will be made by a qualified person within 60 days of the end of the Rotary year. The results of the review will be made available to members of the club.

Section 5 – Membership Rights and Privileges. All corporate members are full, active members of this club and count in the club’s and Rotary’s database. All corporate members are eligible to vote on club matters and are eligible to hold office.

Article 15

Amendments

These bylaws may be amended at any regular club meeting, a quorum of the members present, by two-thirds vote of all members present, if notice of such proposed amendment shall have been furnished to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.