

Bylaws of the Rotary Club of Kerrville

Article 1

Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
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. Satellite Club: A potential club whose members shall also be members of this club.
7. Year: The twelve month period that begins on 1 July.

Article 2

Board of Directors

Section 1 — The governing body of this club shall be the Board consisting of eleven (11) members of this club, namely, six (6) directors elected in accordance with Article 3, Section 1, of these by-laws, and the President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The Satellite club shall have an elected board consisting of at least 4 members: Chair, Co-Chair, Secretary and Sergeant at Arms.

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 of the Nominating Committee 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 six 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 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 director-elect aligned with the Administrative Committee will appoint a member of the club as Sergeant-at-Arms. The Sergeant-at-Arms will be considered an officer of the club but will not serve on the board of directors.

Section 3 — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Section 5 – The terms of office for each role are:

President:	One year
President-Elect:	One year
Secretary:	One year
Treasurer:	One year
Sergeant-at-Arms:	One year
Director:	One year

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 of Directors and to perform such other duties as ordinarily pertain to the office. The Satellite Chair shall perform these duties for the Satellite club.

Section 2 – ***Immediate Past President***. It shall be the duty of the immediate past president to serve as a director and to perform such 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 preside at meetings of the club and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to the office. The Co-Chair of the Satellite club shall perform these duties for the Satellite club

Section 4 — ***Secretary***. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1st and April 1st of each active member, who has been elected to membership in the club since the start of July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect

and remit to Rotary International subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office. It shall be the duty of the Secretary and Sergeant of Arms of the Satellite club to keep attendance at the meetings, send out notices of the meetings and report this information to this club.

Section 5 — Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board of Directors, and to perform such other duties as pertain to the office. The Treasurer will be responsible for maintaining/supervising Club bookkeeping and will provide the Board with regular financial analysis reporting.

The Treasurer will also manage Club purchasing and assist the President with the preparation of budgets. Upon their retirement from office, they shall turn over to their successor or to the President all funds, books of accounts or any other club property in their charge.

Article 5

Meetings

Section 1 — Annual Meeting. The annual meeting of this club shall be held before the last meeting in December 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 meeting of this club shall be held each Wednesday at 12:00 noon. The regular meetings of the Satellite club shall be held on the first and third Tuesday of each month at 5:30 p.m. Due notice of any such changes in or canceling of the regular meeting or Satellite meeting shall be given to all members of the club.

All members excepting honorary members (or members excused by the Board of Directors of this club, 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 — 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, except as provided in Article 11 of the club constitution.

Section 2 — The club dues shall be set by the Board and shall include a subscription to the “ROTARIAN” magazine, district and RI per capita dues, club fees, and any other Rotary or district per capita assessment.

Section 3 — The charge for weekly luncheons shall be as agreed between 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 in accordance with the Club Constitution, Article 12, Section 3 (i.e. “Rule of 85” or “Leave of Absence”).

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 in order 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, 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. 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.
- **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Youth Services:** This committee develops and implements the Club's relationships and joint efforts with youth, to include Interact and Rotaract.

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.

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.

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)

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 – A thorough review of all financial transactions by a qualified person shall be made once each year within 60 days of the year end.

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 the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July 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.

Article 12

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, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, 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, upon payment of the admission fee (if not honorary membership), 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 13

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.

Article 14

Governance of a Satellite Club of This Club

A Satellite Club shall be located in the same locality as this club or in the surrounding area.

- (a) **Satellite Club Oversight.** This club shall provide such general oversight and support of the satellite club as is deemed appropriate by the board.
- (b) **Satellite Club Board.** For the day-to-day governance of the satellite club, it shall have its own annually elected leadership drawn from its members and comprising the officers of the satellite club of at least four members. The highest officer of the satellite club shall be the Chair and the other officers shall be the Co-Chair, the Secretary and the Sergeant at Arms. The satellite leadership team shall be responsible for the day-to-day organization and management of the satellite club and its activities in accordance with the Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.

- (c) Satellite Club Reporting Procedure.** The Satellite Chair shall annually submit to the president and board of this club a report on its membership, its activities and programs for the inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.
- (d) Rotary Commitment.** All satellite members are expected to attend monthly meetings as scheduled. In addition, all members are expected to volunteer an average of 2-3 hours per month through committee meetings, Rotary Service Projects, Rotary Sponsored Events, On-Line Make-Ups, attendance at noon meetings of the Rotary Club of Kerrville and other Rotary Club meetings.
- (e) Transfers.** Movement of club members between Noon and Satellite Club status must be approved by the Noon Club Board of Directors.

Article 15

Amendments

These bylaws may be amended at any regular club meeting, a quorum of the members being present, by a two-thirds vote of all members present, provided that 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.