

7-25-11: Rotary Club of Dripping Springs Bylaws motion to approve by Tom Glass and seconded by Tim Gregory; received unanimous vote of 18 members present.

Bylaws of the Rotary Club of Dripping Springs

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. RI: Rotary International.
5. Rotary Year: The twelve-month period beginning 1 July of each calendar year and ending June 30 of each calendar year.

Article 2 Election of Officers and Board of Directors

Section 1 – Officers of this Club are as follows:

President-nominee: elected at the annual meeting and becomes president-elect on July 1 of the following Rotary Year.

President-elect: the previously elected the president-nominee.

President: The president-elect who assumes the presidency on July 1 of the following Rotary Year.

Vice-President: elected at the annual meeting and becomes Vice-President on July 1 of the following Rotary Year

Secretary: elected at the annual meeting and becomes Secretary on July 1 of the following Rotary Year

Treasurer: elected at the annual meeting and becomes Treasurer on July 1 of the following Rotary Year

Sergeant-at-Arms, if so determined necessary by the Board of Directors (see Section 3 below).

Section 2 – Process for Electing Officers

The election of officers to serve for the ensuing Rotary Year shall take place at the annual meeting of the club. At a regular meeting two months prior to the election of officers, the president shall ask for nominations for president-nominee, vice-president, secretary, and treasurer or the president may appoint a nominating committee for the purpose of presenting a proposed slate of officers to the membership. 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-nominee, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. On 1 July immediately following, the member who has been serving as president-elect shall assume office as president and the most recently elected president-nominee shall take the title of president-elect. All other most recently elected officers will assume their roles on July 1, as well.

Section 3 – The Board of Directors:

The governing body of this club shall be the Board of Directors and, unless required otherwise in these Bylaws, the action of the Board of Directors shall constitute an action by and on behalf of the club. During the first three months of the calendar year, the president-elect will appoint the chairs of the standing committees for the ensuing Rotary Year. The officers and the chairs of the standing committees as so appointed shall constitute the Board of Directors for the ensuing Rotary Year beginning July 1. Within one week after their election or appointment, the directors-elect shall meet and may elect a member of the club to act as

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sergeant-at-arms.

Section 4 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 5 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 3 Duties of Officers

Section 1 – *President*. The duties of the president are 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*. The duties of the immediate past president are 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*. The duties of the president-elect are to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *President-nominee*: The president-nominee serves as a director in preparation for assuming the role of President-elect.

Section 5 – *Vice-President*. The duties of the vice-president are 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. Should the president be unable to continue in office, the vice-president will step in to fulfill the remainder of the presidential term.

Section 6 – *Secretary*. The duties of the secretary are 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, which shall include per capita dues for all members and prorated dues for active members who have 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.

Section 7 – *Treasurer*. The duties of the treasurer are 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 pertain 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 8 – *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 4 Meetings

Section 1 – *Annual Meeting*. The annual meeting of this club shall be held on the first Monday in December in each year.

Section 2 – The regular weekly meetings of this club shall be held on Monday 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.

Article 5 Attendance at Meetings

Section 1 — *General Provisions*. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the

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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 is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

(a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member

(1) Attends at least 60 percent of the regular meeting of another club or of a provisional club; or
(2) Attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or

(3) Attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

(4) Is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(5) Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or

(6) Attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or

(7) Participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

Section 2 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 3 – Regular meetings of the board shall be held on the second Monday of each month. 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 4 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee for new members shall be an amount set by the Board and shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The annual membership dues shall be an amount set by the Board, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

Section 1 – Except as provided below, the business of both the membership and the Board shall be transacted by *viva voce* vote (voting conducted by vocal assent) except the election of officers, which shall be by ballot. The board may determine that a specific resolution be

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considered by ballot rather than by *viva voce* vote.

Section 2 - The act of a majority of the entire Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may participate in a meeting by means of conference telephone. Participation in the meeting constitutes presence in person at the meeting for purposes of establishing a quorum, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3 - Any Director may be removed from the Board of Directors for any reason by a majority vote of the entire Board of Directors at any meeting at which a quorum is present.

Section 4 - Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by a majority of the Board of Directors. An email that (i) sets forth a proposed action, (ii) states a Director's consent to such action, (iii) appears to originate from such Director's known email address, and (iv) is subscribed with such Director's name in the manner of a signature, shall be evidence of such Director's consent under this Section 4.

Article 8 Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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. 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 Relations**
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.

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- 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.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be an *ex officio* 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 10 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 reference appropriate RI materials and the Avenues of Service when developing plans for the Rotary Year.

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 Rotary 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 Rotary Year as noted above.

Article 11 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 months.

Article 12 Finances

Section 1 – Prior to the beginning of each Rotary Year, the board shall prepare a budget of estimated income and expenditures for the 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 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.

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

Article 13 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 Membership Committee Chair. 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 Membership Committee Chair, of its decision.

Section 4 – If the decision of the board is favorable, Membership Committee Chair shall inform the prospective member 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 Membership Committee Chair 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 and dues (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 Membership Committee Chair, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee and dues (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the Membership Committee Chair shall arrange for the District Assistant Governor, if possible, to attend a meeting to induct the new member, at which time the Assistant Governor will present the new member with a membership card, new member Rotary literature, and a Rotary International lapel pin. The club secretary shall report the new member information to RI and order the new member's badge. The President will assign a member to assist with the new member's assimilation to the club and 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 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the

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board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 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 16 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 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.