

**BYLAWS
OF
THE ROTARY CLUB OF
SPACE CENTER, HOUSTON, TEXAS**

ARTICLE I. DEFINITIONS & DECLARATIONS

Section 1. Definitions

In these bylaws, the following definitions shall apply:

Club means The Rotary Club of Space Center, Houston, Texas.

Board means the Governing Board of Officers and Directors of the Club, consisting of 15 Members duly elected or appointed, including, except during a period when there is a vacancy, the President, President-Elect, President-Nominee, Treasurer, Secretary, Sergeant at Arms, Immediate Past President, and nine (9) Directors.

Member means an "Active" member, honorary member, and Associate member of the Club as defined in Article II.

RI means Rotary International.

District means Rotary International District 5890

Rotary Year means a 12-month period that begins on 1 July and ends on 30 June of the following calendar year.

Section 2. Legal Status

The Club is a non-profit corporation, organized and existing under the laws of the State of Texas.

Section 3. Tax Status

The Club is classified under Chapter 501(c)(4) of the Internal Revenue Code as "an organization not organized for profit but operated exclusively for the promotion of social welfare, the net earnings of which are devoted exclusively to charitable or recreational purposes, and no part of its net earnings inures to the benefit of any private shareholder or individual."

Section 4. **Italicized Comments**

Comments in italic font appearing in these bylaws shall not be construed as law or rule of the Club, but merely are included for clarification or historical note.

Section 5. **History and Tradition**

It is important to the future of the Club's viability and ability to attract and retain quality Members and that its history and traditions be preserved. The Club is known as the "can do" Club which can do, in a worthy, honorable, successful, qualitative and quantitative manner, anything and any project it undertakes. Although worthy of consideration in regard to its activities and programs, traditions are not to be considered as unalterable, but considered in regard to the sensitivity of Members of the importance of the past and stability in the future.

Section 6. **Club Communication**

Various methods of communication as may be used by the Club, including posting to the club's website, email, or by other means as determined by the Board.

Section 7. **Website**

The Club maintains and updates a website at <http://portal.clubrunner.ca/3954/>. The Club President shall appoint a person or persons to maintain and update this website.

Section 8. **Foundations**

The Club has created the following foundations which are currently active:

1. The Space Center Rotary Club Endowment Foundation (SCRCEF). Members may become Floyd Boze fellows by contributing \$1,000.00 to SCRCEF.
2. The Rotary National Award for Space Achievement Foundation (RNASA).

Each foundation is an entity duly chartered by the Texas Secretary of State, having its own bylaws, officers and directors. The foundations are autonomous. The President shall appoint, and at all times, maintain a liaison between the Board and each foundation's governing body. Such liaison should regularly attend the meetings of the governing body of the foundation and be responsible and prepare a report for the Board at its regular meetings or when requested to do so by the President.

ARTICLE II. MEMBERS, OFFICERS AND DIRECTORS

Section 1. **Members**

All Members shall be of good character and of good business, professional and community reputation, or worthy and recognized as community leaders committed to personal involvement in community affairs, with a commitment to service and the objectives of Rotary, or having the status of Rotary Foundation alumnus.

There are the following types of Members:

- a. Individual Members: Each individual Member shall be an adult, shall have one vote, shall have a classification in the Club, shall pay fees and dues as set by the Board, and shall be eligible to hold offices in the Club.

- b. Corporate Members: Any corporation, limited liability company, limited liability partnership, foundation, non-profit organization, or other company organized and existing under the laws of the State of Texas or registered to do business in the State of Texas may apply for membership of designated employees (designees) of the organization or business in the Rotary Club of Space Center. The organization, corporation, or business is required to designate a Senior Executive to become a club member.

In addition to the Senior executive designee, the organization, corporation, or business is required to designate up to four managerial staff employees as designees to attend club meetings and events as his/her Representatives in his/her absence. The Representative Designees are not required to be club members but may apply at any time to join the club as regular members. All designees shall meet the general qualifications expected of the club regular members, i.e., adult persons of good character and good business, professional and/or community reputation and shall be bound by the Constitutions and Bylaws of Rotary International and the Rotary Club of Space Center.

Each Corporate Member shall pay fees and dues as set by the Board, and shall have one vote.

- c. Family Members: When more than one member of the same family joins the Club, they shall be allowed to join as a family, and their dues shall be adjusted as the Board shall determine, depending on the size of the family joining. The family may be represented at a Rotary meeting by any adult member of the family, and the family shall have a classification in the club. Each family shall have one vote per family, if the family has received a special rate on their dues, not for each individual in the family, and one member of the family shall be eligible to hold offices in the Club. A "family" may consist of parents, spouses, adult children, adult grandchildren, siblings, or a combination thereof of the same family, but the combination shall not include in-laws, aunts, uncles, or cousins. The Family Membership shall be carried on the membership roll in the name of one family adult Member, and shall have one vote.

- d. Early Career Members: Early Career Members are men and women between the ages of eighteen (18) years and thirty-two (32) years, who show promise of leadership in a chosen field, interested in navigating the 21st century business and professional experience in a way that gives back to the community and serves others, who wish to conduct their professions and businesses in accordance with the four way test, and whose brand is one of integrity, trustworthiness, and professionalism. Early Career Members shall receive reduced fees and dues, as the Board shall determine from time to time. They shall be given a classification and they shall be entitled to vote and hold offices in the Club.
- e. Honorary Members: Persons who have distinguished themselves by meritorious service to Rotary for their permanent support of Rotary's cause may be elected to honorary membership in the Club. The term of such membership shall be determined by the Board. Persons may hold an honorary membership in more than one Club. Honorary Members shall be exempt from the payment of admission fees and dues, orientation and the Red Badge Program, and shall have no vote and shall not be eligible to hold any office in the Club. Honorary membership is the highest distinction that the Club may bestow and shall be conferred only in exceptional cases. An Honorary Member may not be an Active Member of the Club. The Board shall determine annually if an Honorary Membership shall be continued.
- f. Associate Members: Associate Members shall include but not be limited to Rotaract Members. Associate Members' fees and dues may be reduced, as shall be determined by the Board from time to time. Associate Members shall not have a vote and shall not hold an office, but shall be invited to serve on committees and to attend meetings. There shall be no classification given to an Associate Member.

Section 2. **Officers**

The officers of the Club shall be the

- President,
- President-Elect,
- President Nominee,
- Treasurer,
- Secretary,
- Sergeant at Arms and
- Immediate Past President,

each of whom shall be Active Members in good standing.

Note: *The Presidential Succession Plan is the President-Elect succeeds the President, and the President-Nominee succeeds the President-Elect.*

If the Immediate Past President dies or resigns as a Member, this office shall be vacant until it is filled by another out-going President. The Board may, from time to time, appoint one or more assistant treasurers and/or assistant secretaries who shall be Members who may act in the absence of the Treasurer and Secretary, respectively. Such assistants shall not be elected or have a specified term, but shall serve at the direction of and for a period set by the Board. Assistants shall report, respectively, to the Treasurer or Secretary, who shall be responsible for their actions.

Section 3. **Directors**

There shall be nine (9) directors of the Club, each of whom shall be Active Members in good standing.

Section 4 **Duties of Officers, Parliamentarian and Historian**

- a. President: It shall be the duty of the President to preside over meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office of the President.
- b. President-Elect: Subsequent to his or her elections as President and for the Rotary Year immediately prior to taking office, the person so elected shall hold the office of President-Elect and shall be a member of the Board. During this period, the President-Elect is required to attend the District Assembly and P.E.T.S., the President-Elects' Training Seminar, unless excused for good cause upon written request to and by the Board. The President-Elect is highly encouraged to attend the Rotary International Convention as the Club's delegate, with the Club contributing for the expenses of the Rotary International Convention. The President-Elect shall oversee all fundraising efforts during his/her fiscal year of service that will fund the service goals of the Club during his/her Rotary Year as President.

It shall be the duty of the President-Elect to preside over meetings of the Club and Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board or customarily performed by a Vice President.

- c. President-Nominee: The President-Nominee shall be a member of the Board and be prepared to serve as President after the year the President-Elect serves. The President-Nominee is required to attend the District Assembly and P.E.T.S.
- d. Treasurer: It shall be the duty of the Treasurer to have custody of all funds of the Club, disbursing and accounting for same in accordance with Article XI., and to perform such other duties as pertain to the office of Treasurer. Upon retirement from the office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of account or any other Club property which is in the possession of or under the Treasurer's control or supervision.

- e. Secretary: It shall be the duty of the Secretary to (1) keep the records of membership of the Club; (2) record attendance at meetings; (3) send out notices of Board meetings; (4) record and preserve the minutes of Board meetings; (5) report as required to RI, including the semiannual reports of membership, which shall be made to the General Secretary on January 1 and July 1 which shall include per capita dues and subscriptions to *The Rotarian* magazine for Members who have been elected to the Membership in the Club after the start of the July or January semiannual reporting period; (6) report as required to District 5890, including the annual report of membership as of June 30 to the District Treasurer, together with per capita dues for all Members; (7) report changes in membership to both RI and District 5890; (8) provide the monthly attendance report to the District Secretary within ten (10) days after the last meeting of the month; (9) promptly update the club roster on the website as necessary; (10) notify the Club's agent of deadlines for filing reports with governmental agencies, and (11) perform such other duties as usually pertain to the office of Secretary.
- f. Sergeant at Arms: The duties of the Sergeant at Arms shall be to organize and supervise all aspects of the logistics of the meetings of the Club and Board, including display of the U.S. and Texas Flags, setup and operation of the equipment needed for the program, placement of the podium, Club bell & gavel, table arrangements, special needs and such other duties as are usually prescribed for such office and such other duties as may be prescribed by the President, the Board or the Member in charge of the meeting.
- g. Immediate Past President: The Immediate Past President shall have no specific duties, but when asked, shall provide his or her knowledge and wisdom pertaining to the operations, history and traditions of the Club.
- h. Parliamentarian: A Member may be appointed by the President, with the advice and consent of the Board, to serve as Parliamentarian.
- i. Historian: A Member may be appointed by the President, with the advice and consent of the Board, to serve as Historian. The Historian shall not be an Officer of the Club or member of the Board. The Historian shall be the recorder and custodian of the history of the Club and shall maintain such history on the Club's website.

ARTICLE III. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Elections

Officers and Directors shall be elected annually not later than December 31 of the Rotary Year prior to the Rotary Year in which their respective terms shall begin.

Section 2. Nominating Committee

The nominating committee shall consist of not fewer than five Members appointed by the President, including, if possible, the President-Elect, the President-Nominee, the Secretary, the Treasurer, the Sergeant at Arms, and the Immediate Past President. The members of the nominating committee who are officers shall serve as committee chair in the following order: (1) President-Elect, (2) President-Nominee, (3) Secretary, (4) Treasurer, (5) Sergeant at Arms, (6) Immediate Past President. The President may appoint additional Members to the committee without the necessity of Board approval.

There shall be no less than one nominee for each office. There shall be no fewer than two nominees for each Director to be elected. The Board may, however, for good reason override these requirements. Although subject to exception approved by the Board when sufficient nominees are not found, to encourage new leadership, a Member shall not be eligible for election as Director for consecutive terms.

At the regular meeting of the Board in October, the chair or other members of the Nominating Committee shall report to the Board its recommended nominations for election as Officers and Directors to serve terms of office beginning the following Rotary Year. Such nominations shall be subject to approval of the Board. If the Board approves, those nominations shall be announced to the Club as provided in Section 3. If the Board disapproves any such nomination, the Board shall make its own nomination instead.

Section 3. Nominations for Officers and Directors

At the first regular Club meeting in November, the chair of the Nominating Committee (if present), another member of the Nominating Committee, the President, or other person who is presiding over the meeting, shall first announce the nominations proposed by the Nominating Committee to the Board and either approved or substituted (the fact of a substitution shall not be announced) and then ask for nominations from the floor by those Members in attendance for Members to be elected as Officers including President-Elect, President-Nominee, Secretary, Treasurer, and Sergeant at Arms, and three Directors for the following Rotary Year. To be eligible for nomination from the floor, the person so nominated must have approved the placing of their name into nomination prior to making of the nomination. The period for making nominations shall extend through the next regular Club meeting, at which time nominations from the floor shall again be opened, and then such nominations shall be closed.

Section 4. The Ballot

The names of the nominees duly made shall be placed on a ballot (in alphabetical order, if more than one nominee for a position) under the position to which they have been nominated.

Section 5. The Election

The election of Officers and Directors shall be held at a regular meeting of the Club in December. In the following order of priority, the Parliamentarian (if appointed and

available), the chair of the Nominating Committee or the person presiding over the meeting shall explain the ballot, introduce all nominees present and ask the Tellers (appointed by the Parliamentarian or other Member presiding over the election) to distribute the ballots. Each Member present at the meeting may submit one ballot. In the event of a tie vote, the President shall call for a second vote.

Section 6. **Absentee Voting**

Members who anticipate that they will not be present for the election, may vote by Absentee Ballot submitted to the Secretary or Parliamentarian no later than the beginning of the meeting during which the election is held. Absentee Ballots may be submitted in person, via regular mail, facsimile transmission or electronic mail. An Absentee Ballot may be obtained by request to the Secretary or Parliamentarian or by downloading from the Club website. The format of the absentee Ballot shall be the same as a regular ballot except it will contain a statement, which must be signed by the Member so voting, that the Member does not expect to be in attendance at the meeting at which the election is held. If such Member who has submitted an Absentee Ballot attends the meeting at which the election is held, such Member shall not cast another ballot.

Section 7. **Counting of Votes and Announcement of Election Results**

- a. Counting of Votes: All votes cast in the election whether by regular ballot or Absentee Ballot, shall be tallied by the election officials appointed by the Parliamentarian (or such person appointed by the person presiding at the meeting during which the election is held, if there is no Parliamentarian or the Parliamentarian is not present). There shall be no fewer than three Members (“Tellers”) counting the votes. In the event of a tie vote, the President shall call for a second vote. In the event the second vote ends up in a tie, then the decision shall be made by the Board at the next Board meeting.
- b. Those Elected: The nominees for each Officer position receiving a majority of the votes cast for such position shall be declared elected to the respective offices. The three nominees for Director receiving the highest number of the votes cast shall be declared elected as Directors.
- c. Certification of Election: The Parliamentarian, if present, or the Member presiding over the meeting shall certify the results on a blank ballot and deliver it to the Secretary. The Secretary shall keep a record of the Directors nominated, but not elected, and the number of votes cast for each and make it available to the Board during the following Rotary Year. Such information may be considered by the Board when a Director must be chosen to complete the unexpired term or vacancy.

Section 8. **Terms of Office**

- a. Officers: The officers of the Club shall serve a term of one Rotary year, or part thereof, if appointed to fill a vacancy, in which case they shall serve the remainder of the term

of office vacated.

- b. Directors: The directors of the Club shall serve a term of three Rotary years, or part thereof, if appointed to fill a vacancy, in which case they shall serve the remainder of the term of office vacated. No director shall serve more than six (6) consecutive years.

Section 9. **Resignations, Removals, Vacancies and Compensation.**

- a. Resignations: Any Officer or Director may resign verbally at a Board meeting or in writing sent to the Club Secretary. Such resignation shall take effect when indicated thereon and without need of formal acceptance by the Board.
- b. Removal: Any member of the Board who fails to continue to satisfy the qualifications set forth in these Bylaws shall forfeit his or her office at the time of such failure or notification to the Board. Such forfeiture shall be automatic and no further action by the Board shall be necessary to affect such forfeiture other than written notice by the Club Secretary to the member. Further, for good and sufficient cause, and upon notice to the Board and the member of the Board concerned (who shall be given an opportunity to be heard), a member of the Board may be removed from office by a favorable vote of three-fourths of the members of the Board present and constituting a quorum. Not by way of limitation of causes for removal, the failure of any member of the Board to attend regular monthly Board meetings may constitute good and sufficient cause.
- c. Vacancies: Any vacancy among the members of the Board caused by death, disability, removal or resignation may be filled for the balance of such member's term by the Board. Traditionally, although not a requirement, those officers of lower rank and director nominees receiving the next highest number of votes, have been given priority to fill any such vacancy. The Secretary shall maintain the vote count of each annual election, as certified in accordance with these Bylaws, to be used for this purpose. Confidentiality of such vote count shall be maintained and used only for the purpose of filling a vacancy.
- d. Compensation: Officers and Directors shall serve without compensation but shall be reimbursed for any expense incurred on behalf of the Club if such expense has been previously approved by the Board.

ARTICLE IV. MEETINGS

Section 1. **Club Meetings**

The regular weekly meetings of the Club may be held on Monday, unless determined otherwise by the Board, beginning at 12:00 o'clock noon and adjourning at 1:00 o'clock p.m. Meetings, however, may commence sooner and adjourn later at the discretion of the President or other presiding Member. Due notice of any changes in or canceling of

the regular meeting shall be given to all Members at a previous meeting from the podium, by telephone, email, on the website, or other methods of communication. All Members (except a Member excused, pursuant to the standard Rotary Club constitution or by these Bylaws) on the day of each regular meeting, must be counted as present or absent and attendance must be evidenced by the Member's being present for at least 60% of the time devoted to the meeting.

Section 2. Quorum of Members

One-third of the membership present shall constitute a quorum at regular meetings of the Club. Prior to any action requiring approval by the Members, the Secretary (or, in absence of the Secretary, the President or other Member presiding over the meeting) must declare that a quorum is present.

Section 3. Regular Meetings of the Board

Regular meetings of the Board shall be held on the third Tuesday of each month at a place and time specified by the President, or Member who will preside over the meeting in the absence of the President. If a meeting is to be held on any other day or at a different time, notice must be given to the Board members at least 24-hours in advance of the meeting.

Section 4. Special Meetings of the Board

Special meetings of the Board, including "stand-up" meetings, may be called by the President (President-Elect, Secretary, or Treasurer, in the absence of the President and in that order) whenever deemed necessary, or upon the request of two members of the Board, due notice having been given. Special meetings may be held via conference call, Internet video conferencing, or electronic transmission as defined in these Bylaws. When a meeting is held in a manner that Board members are not present at the same time, a quorum shall only exist if enough members respond within 24-hours of the onset of the meeting. Whatever was decided or resolution approved in a Special Meeting shall be reflected in the next regularly scheduled Board Meeting and its minutes.

Section 5. Quorum of the Board

A majority of the members of the Board shall constitute a quorum of the Board. A quorum must be present for the conduct of any official and binding action by the Board.

ARTICLE V. NEW MEMBERS

Section 1. Membership Proposals

A person may be proposed for membership by any Active Member in good standing, or

as a transfer proposal by another Rotary Club of which the person proposed is an Active Member in good standing. Before accepting a transferring or former Rotarian, the Club must first secure a certificate from the member's club or former club confirming that person's membership of former membership. The Club or former club is obligated to verify that the person being proposed does not owe any debts to the Club or form club. A prospective member cannot join a new club until all debts owed to another club have been paid.

Following assignment of an appropriate open classification by the Classification Committee, Membership proposals shall be submitted to the Board in writing, through the Club Secretary (or substitute), on such form as shall be promulgated by the Membership Committee. The proposing Member shall be invited to attend the Board meeting and to share his or her personal knowledge of the prospect. **Such proposals shall be kept confidential until the name of a proposed member is posted as hereinafter provided. It shall not be appropriate to introduce a guest at a meeting as "a prospective member," "a person interested in joining Rotary," or any similar descriptive term.**

Section 2. **Requirements**

The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

Section 3. **Approval or Disapproval**

The Board shall approve or disapprove the proposal within 30 days of its submission, and the Secretary (or other Member selected by the President in the absence of the Secretary) shall then notify the proposer of its decision. The Board should be mindful that time is of the essence and the process of acting on a proposal should be expedited without sacrifice of due diligence. A goal of not more than 30 days from submission of the proposal to the Secretary to completion of the election process should be accomplished, if possible.

Section 4. **Invitation and Publication**

If the decision of the Board is favorable, one or more members of the Membership Committee shall meet with the prospective Member and deliver a comprehensive new Member orientation, including the purposes of Rotary and of the privileges and responsibilities of Membership (including financial support of the Club and its activities). Upon completion of such meeting, the prospective Member shall be invited to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club. If the proposed Member signs the membership proposal form, notice of proposal shall be given to the Members in accordance with the giving of notices under Article XIV.

Section 5. **Election to Membership**

If no written objection to the proposal, stating reasons, is received by the Board from any Active Member within seven (7) days following publication of the proposal form, the proposed Member, upon payment of the induction fee, as prescribed in these Bylaws, shall be considered to be elected to membership.

Section 6. Orientation and Induction

Following the election to membership, the Membership Committee may arrange for induction of the Member into the Club. In addition, the Secretary or member of the "Red Badge Program" shall issue a new member badge ("Red Badge"). The new member shall have all the privileges of any other member of Rotary and shall not be considered as a provisional or second-class member.

Section 7. Mentor

The Membership Committee chair shall promptly assign a Member as the new Member's mentor to assist, facilitate and expedite the new Member's assimilation into the Club and to assist the new Member's selection of an assignment to such committee or committees as are appropriate to the interest and skills of the new Member.

Section 8. Red Badge Program

Provided such procedures are not in conflict with the Constitution and Bylaws of Rotary International, the Rotary Club Constitution, and these Bylaws, the Board and the Membership Committee shall, from time to time, promulgate such rules and procedures for the recruitment, proposal, processing, approval, instruction and education of new Members. Periodically, the Members shall be instructed in such procedures and such rules and regulations shall be posted to the Club's website. At induction, a new Member shall be given a Red Badge.

Section 9. Election of Honorary Members

The Club may elect, in accordance with the standard Rotary Club constitution, an Honorary Member. See Article II. Section 1e.

ARTICLE VI. FEES AND DUES

Section 1. Induction Fee

The fee for a new Member shall be paid before the approved new Member can qualify as a Member. The amount of this fee may be changed by the Board as it determines is necessary to cover new member expenses.

Section 2. Dues

Membership dues shall be payable on or before July 1st. Provided, however, a Member may elect to pay such dues in either quarterly or semiannual installments. For quarterly payments the first such installment is due and payable by July 1st, the second installment is due by October 1st, the third installment is due by January 1st, and the last installments is due by April 1st. For semiannual installments, the first such installment is due and payable by July 1st and the second installment is due by January 1st. Not later than thirty days before a payment is due, the Treasurer or Treasurer-elect shall provide a statement to each Member of the amount due. If a statement has not been received by a Member by such dates, the due date of such amount shall be extended so that notice to the Member and the due date are separated by at least 30 days. For a Member inducted after July 1st or January 1st, dues shall be prorated on a quarterly basis for the Rotary Year during which the new Member is inducted. Such prorated amounts shall be due and payable on or before induction. The Board has discretion to set the dues for the Club, and the Board's decision to change said dues shall be made by the May Board meeting of each year.

Section 3. Failure to Pay Amounts Due Under Section 1 and 2

If a Member fails to pay any amount due under Sections 1 and 2 prior to delinquency and remains delinquent in such payment for 90 days after being notified of such delinquency by the Treasurer, the membership of such Member shall be automatically terminated unless the date for payment is extended or waived in whole or in part by action of the Board. Not later than 30 days after the due date, the Treasurer shall notify a Member in writing of the delinquency and the consequences of failure to cure such delinquency.

Section 4. Reinstatement Fee

A former Member may seek reinstatement by written request to the Board. Unless payment is waived by the Board, and the former Member is reinstated, the reinstated Member, as a condition of such reinstatement, shall pay (in addition to any other amount owed the Club) the required reinstatement fee as set by the Board of Directors.

ARTICLE VII. FIVE AVENUES OF SERVICE

The Five Avenues of Service are the philosophical and practical framework for the work of the Club. They are:

1. Club Service
2. Vocational Service
3. Community Service
4. International Service
5. New Generations Service/Youth Services

The Club will be active in each of the Five Avenues of Service.

ARTICE VIII. COMMITTEES AND DIRECTORATES

Committees of the Club are responsible for carrying out the annual and long-range goals of the Club which are based on the Five Avenues of Service. The President, with the advice and consent of the Board, shall establish committees as deemed appropriate. Committees shall be assigned to the appropriate Directorate. The Director of such Directorate shall appoint the committee chair who shall select a vice chair and recruit members of the committee. Similarly, not later than April 1st, the President-Elect and Board-Elect shall establish committees for the next Rotary Year. The President-Elect, President, and immediate Past-President should work together to ensure continuity of leadership and succession planning. When feasible, committee chairs should be selected from members of a committee who have served on the committee to ensure consistency in the operation of such committee.

The President-Elect is responsible for assigning committee supervisory responsibility to the Directors of the Board-Elect. Directors-Elect will choose committee chairs and vice chairs of the respective committees under their Directorate. Committee chairs will choose the members of their committee. It is recommended that the chairs have previous experience as a member of their committee.

The President-Elect should be encouraged to begin meeting with the Board-Elect as soon as possible after attending the President-Elect training Seminar. see Article II. Section 4(b) and to continue to meet regularly to develop plans and goals for the next Rotary Year.

Standing Directorates and their committees should be appointed as follows:

Club Service

Membership: The Membership Directorate should organize committees to develop and implement a comprehensive plan for recruitment and retention of Members.

Club Public Relations: The Club Public Relations Directorate should organize committees to develop and implement plans for providing information to the public about Rotary and to promote the Club's service projects and activities.

Club Administration: The Club Administration Directorate should organize committees to conduct activities associated with the effective operation of the Club.

Fund Raising: The Fund-Raising Directorate should organize committees to raise funds for the service projects of the Club.

Vocational Service: The Vocational Service Directorate should organize committees to develop and implement projects which address the importance and recognize the value of vocational areas of the community.

Community Service A & B: The Community Service A and Community Service B Directorates should organize committees to develop and implement educational and

humanitarian projects that address the needs of the community. The term “community” shall include not only the greater Clear Lake Bay Area, but any community within the United States of America.

International Service A & B: The International Service A and International Service B Directorates should organize committees to develop and implement educational and humanitarian projects that address the needs of people, communities and areas outside of the United States of America.

The Rotary Foundation: The Rotary Foundation Directorate should organize a committee to develop and implement plans for the support of The Rotary Foundation of Rotary International through both financial contributions and program participation.

New Generations Service: The New Generations Directorate should organize committees to develop and mentor youth of the university or college, high school and younger generations. Examples of such programs for this Directorate are Rotaract, Interact, Early Act and Youth Exchange (both domestic and international, short-term and long-term).

The Club shall have the discretion to create any committees that are desired or required to effectively meet its service and fellowship needs as approved by the Board of Directors.

The President and President-Elect may organize or cause to be organized such other committees as they determine will be beneficial to the goals, activities and service projects of the Club. Additional ad hoc committees may be established as needed.

The President shall be an ex officio Member of all committees. Each committee shall transact its business delegated to it in these Bylaws and such additional business as may be referred to it by the President or the Board (or President-Elect or Board-Elect). Except where special authority is given by the Board (or Board-Elect), such committees shall not take action until a plan has been submitted to and approved by the Board (or Board-Elect). 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, through its Directorate, on all committee activities.

The Board should recognize that Board meetings are primarily for the purpose of making decisions and not for conducting the business of committees.

ARTICLE IX. DUTIES, MANDATES AND OTHER MATTERS PERTAINING TO COMMITTEES; PRESIDENT-ELECT TRAINING RETREAT

Section 1. Duties

The duties of all committees shall be established and reviewed by the President for his or her term (and by the President-Elect for his or her term). In declaring the duties of

each, the President or President-Elect shall consult appropriate RI materials.

Section 2. **Specific Mandates**

Each committee shall have a specific mandate, clearly defined goals, and action plans established in writing not later than July 1st for implementation during the course of the Rotary Year. It shall be the primary responsibility of the President or President-Elect to provide the necessary leadership to prepare a recommendation for the mandates, goals and plans of the committees, and to present them to the Board or Board-Elect in advance of the commencement of the Rotary Year of his or her term.

Section 3. **Committee Plans and Goals**

Prior to July 1st (or within 60 days after the appointment of a committee chair), the committee shall be organized by the chair, vice chair and members recruited, and meetings held to develop its plans and goals for the Rotary Year. Within 90 days after appointment of its committee chair, written plans and goals shall be submitted to the Director having oversight responsibility of the committee. A copy of such plans and goals shall then be given to the President and, at the next regular meeting of the Board, distributed to each Board member present. As considered appropriate, there shall be a discussion of such plans and goals at that or any subsequent meeting of the Board.

Section 4. **Meetings of Committees**

Committee chairs are encouraged to hold meetings of their respective committee as often as necessary to properly conduct the business of the committee and to regularly and timely report such committee work to the supervising Director. If appropriate, useful and expedient, meetings may be conducted by assembly of committee members, via conference telephone call, email, Internet video, etc.

Section 5. **Reports and Committee Activity**

Regularly and timely, as deemed appropriate by the committee chair, but not less frequently than quarterly, written reports of committee activities shall be submitted to the supervising Director detailing the committee's activities and progress toward accomplishing its plans and goals. A copy of such reports shall be promptly given to the President. As determined to be useful and appropriate, the President shall share such reports with the Board. Further, in the sole discretion of the President and as a substitution for Club assemblies, such reports shall be shared with the Members by posting on the Club's website.

Section 6. **President-Elect Planning Retreat**

During May or June, immediately preceding his or her term, the President-Elect should conduct a planning retreat (having a duration of not more than part of one day) for the Board-Elect, committee chairs and vice chairs. The location of such retreat shall be

chosen by the President-Elect with the advice and consent of the Board-Elect. Such location shall be convenient for attendance. The cost of the retreat shall be paid from the Club's administrative budget. Trainers or speakers should include Members of the Club (and other clubs as appropriate) who shall instruct those present on such topics as club history & tradition, committee responsibility, goals and plans, procedures for proposing, processing, inducting and teaching new Members, the RI Manual of Procedure, Club Constitution, Club Bylaws and such other topics as deemed necessary or desirable by the President-Elect for properly preparing the leaders of the club to perform their duties and to carry out their respective responsibilities and assignments during the next Rotary Year. The President-Elect is encouraged to establish a Planning Retreat Committee promptly after P.E.T.S.

ARTICLE X. LEAVE OF ABSENCE

Section 1. Request

Provided that a Member has paid all amounts owed to the Club, 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 a specified length of time. Such leave of absence shall operate to prevent a forfeiture of Membership and it does not operate to give the Club credit for the Member's attendance. Unless the Member attends a regular meeting of some other Club, the excused Member must be recorded as absent except that an absence authorized under the provisions of the Club constitution is not computed in the attendance record of the Club.

Section 2. Medical Leave

The Board, upon application by a Member or on its own motion, may grant a medical leave of absence to a Member during an extended period of treatment and recovery from a medical condition of which the Board becomes aware. If granted, meetings which the Member is unable to attend or makeup during such medical leave of absence shall not be counted as interrupting the Member's period of perfect attendance.

ARTICLE XI. FINANCES

Section 1. Budgets

Prior to the beginning of the Rotary Year, the Board-Elect shall prepare or cause to be prepared budgets of estimated income and estimated expenditures for such year. Such budgets, when approved by the Board-Elect, shall stand as the limit of expenditures for the designated purposes unless revised or modified by the Board. There shall be two such annual budgets, one for Club operations (the Administrative Budget) and the other for service projects (the Service Budget). Such budgets shall be published to the Members during July.

Section 2. **Club Funds**

The Treasurer shall deposit all funds of the Club in one or more banks, credit unions or other federally insured depository chosen by the Treasurer and approved by the Board. Club funds shall be divided into two separate parts: Administration and Service. Additionally, special accounts may be established for the deposit and distribution of expenses and receipts from fundraising projects and for funds and securities designated for forward funding (see Section 7). Ultimately, the Treasurer shall be responsible for all such funds, unless the Board has appointed one or more Assistant Treasurers over them. The Treasurer shall be responsible for obtaining reports and accountings and submitting such reports to the Board.

Section 3. **Payments**

All debts of the Club (and advancements for anticipated expenses) shall be paid only by checks signed by the President, Treasurer, President-Elect, or an Assistant Treasurer, but only when duly authorized by written vouchers approved by the appropriate Officers or Directors (not including the Treasurer) and presented to the Treasurer for payment.

Section 4. **Financial Review**

Not later than July 30th a thorough review of all financial transactions for the preceding Rotary Year shall be conducted by a qualified person chosen by the Board who shall submit a written report of such review to the Board no later than the regular Board meeting in August.

Section 5. **Bond**

As may from time to time be required by the Board, Members having charge or control of Club funds shall give surety bond for indemnity of the Club against misapplication or misappropriation. Cost of any such bond shall be paid by the Club.

Section 6. **Fiscal Year**

The fiscal year of the Club shall be the Rotary Year. Payment of per capita dues to the District shall be made on July 1st of each year and shall be determined on the basis of the membership of the Club on that date.

Section 7. **Reserve Funds**

This Club has established, and may establish in the future, one or more funds for financing the Service Budget in advance of realizing receipts from its fundraising activities conducted during the Rotary Year. The primary purpose and benefit of such funds is to allow the Club to begin its service projects and activities early in the Rotary Year and to establish a reliable Service Budget. As with other funds of the Club, the Treasurer shall

make regular reports to the Board and Members regarding such accounts and funds. Such reserve funds shall collectively be called "Forward Funding Reserves".

The net Proceeds of fundraising projects should be used only for Service projects and activities and not to be used for administrative expenses or for the benefit of any Member.

Section 8. Reports by the Treasurer

The Treasurer shall present to the Board at its regular monthly meeting, a comprehensive report of all Club's financial matters and activities since the last such report. Board approval of or action on such report shall not be required, although it shall be appropriate for the members of the Board to ask for such clarification as deemed appropriate. Not less frequently than quarterly (in September, December, March and June), the Treasurer shall publish to the Members a summary report of the financial activities of the Club. Additionally, the Treasurer shall publish to the Members, not later than July 31st following a Rotary Year a financial accounting for the previous Rotary Year.

ARTICLE XII. RESOLUTIONS

Section 1. Resolutions Required

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.

Section 2. Preservation of Resolutions

The secretary shall keep minutes of all resolutions proposed and acted upon by the Board (including the Board's action) at any meeting. At the end of the Secretary's term of office, these minutes shall be turned over to the Club Historian to become part of the Club's permanent records. If there is no Club Historian, then to the Successor Secretary.

ARTICLE XIII. CLUB FUNDRAISING ACTIVITIES

The Club will conduct major fundraising activities during each Rotary Year, with no more than two (2) raffles.

ARTICLE XIV. NOTICES AND OTHER COMMUNICATIONS

Section 1. Methods For Giving Notice

Unless otherwise provided herein or in the standard Club constitution, all required notices under these Bylaws shall be given via personal delivery, U.S. mail, by use of electronic

transmission as defined below in Section 2, by posting at not fewer than two regular Club meetings, electronic mail, or by facsimile transmission. If by posting, attention to the posting must be given from the podium by the President or by any other person designated by the President during the meetings when the notice is posted.

Section 2. Electronic Transmission

“Electronic transmission” means a form of communication that (a) does not directly involve the physical transmission of paper; (b) creates a record that may be retained, retrieved and reviewed by the recipient; and (c) may be directly reproduced in paper form by the recipient through an automated process. Such electronic communication includes but is not limited to facsimile transmission (“fax”) and electronic mail (“email”).

ARTICLE XV. AMENDMENTS

Provided any proposed amendment has been approved by the Board, these Bylaws may be amended at any regular Club meeting, a quorum being present, by a two-thirds vote of those Active Members present; and further provide that notice of such proposed amendment has been given to each of the Members in accordance with Article XIV. 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 RI.

The Bylaws were approved by the Board on the 15th day of February 2022 and recommended for consideration by the Members.

Stan Galanski

Attested by the (Acting) Secretary

The Bylaws were approved by the Members on the 28th day of February 2022.

Stan Galanski

Attested by the (Acting) Secretary