

# **By-Laws of the Rotary Club of Mineral Wells**

## **Article I. 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. Year: The twelve-month period that begins on 1 July.

## **Article II. Board**

The governing body of this Club shall be the Board of Directors, which shall be comprised of twelve (12) Members of the Club, consisting of the elected Officers (President, President-Elect, Secretary, and Treasurer), the Executive Secretary, the immediate Past President, the five Directors of the Five Avenues of Service, who shall be appointed by the President-Elect, and the Rotary Foundation Committee Chair, who shall also be appointed by the President-Elect. Any Officer or Director may fill more than one role.

## **Article III. Election of Officers and Directors**

Section 1 – The election of Officers and Directors takes place at the Annual Meeting, which is held the first Wednesday meeting in December. A Nominating Committee, appointed in September by the President, consisting of three members of the Board and two Club members, shall present to the Club a proposed slate of Officers and Directors at the first meeting of November. Additional nominations may be taken from the floor. A final written slate is then presented and voted upon at the Annual Meeting.

Ordinarily, the Club will only nominate and elect a President-Elect, who will then in subsequent years move up the chairs: President-Elect, then President, then Past-President. This progression is automatic and does not require a yearly nomination or election, unless there is an absence. The Secretary and Treasurer position(s) may serve for multiple terms at the pleasure of the Board. If the Secretary and Treasurer elect not to serve on a subsequent term, then their predecessor will be elected as called for herein

Section 2 - The Officers, so elected, together with the immediate Past President and Directors shall constitute the Board.

Section 3 - A vacancy in the Board or any office shall be filled by action of the remaining Directors. A person filling an unexpired term shall be considered completing that term and then shall be eligible for nomination for a complete term.

## **Article IV. Duties of Officers and Directors**

Section 1 - President. It shall be the duty of the President to preside at meetings of the Club and the Board, whenever possible represent and speak for the Club as required, and perform other duties as ordinarily pertain to the office of President. The President may only vote on matters before the Board of Directors unless needed for a quorum or to break a tie.

Section 2 - President-Elect. It shall be the duty of the President-Elect to serve as an Officer and to perform such other duties as may be prescribed by the President or the Board. The President-Elect will attend the PETS training and is encouraged to attend the District Conference and District Assembly. It shall be the duty of the President-Elect to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as ordinarily pertain to the office of President-Elect. The President-Elect shall also serve as chairman of the membership committee and be a member of the fund-raising committee.

Section 3 - Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; record and preserve the minutes of such meetings; 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; and perform other duties as usually pertain to the office of Secretary.

Section 4 - Treasurer. It shall be the duty of the Treasurer 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 pertains to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 5 - Executive Secretary. The Executive Secretary shall be appointed to the Board by the President. It shall be the duty of the Executive Secretary to report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, report changes in membership; collect and remit RI official magazine subscriptions; and perform other duties as requested by the President and/or the Board.

Section 6 - Directors. Directors shall attend Board meetings to conduct the Club's business. At the completion of their term, a Director shall be immediately eligible for nomination for another term.

## **Article V. Meetings**

Section 1 - Annual Meeting. An Annual Meeting of the Club shall be held at the first regularly scheduled meeting (held on Wednesdays) in December each year, at which time the election of Officers for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this Club shall be held on Wednesday at 12:00 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of

the Club. All members excepting an honorary member (or member excused pursuant to the 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 Rotary Club Constitution.

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 shall be held monthly, on a schedule to be determined. 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 5 - A majority of the Directors shall constitute a quorum of the Board. A quorum shall be defined as fifty percent (50%) plus 1 of the total number of the Board of Directors.

#### **Article VI. Fees and Dues**

Section 1 - An admission fee, the amount to be determined from time to time by the Board of Directors, shall be paid with the Member's pro-rated membership fees for the first year of membership upon the approval of the new Member.

Section 2 - The membership dues, the amount to be determined from time to time by the Board of Directors, shall be paid annually by the first day of July, with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to *The Rotarian*, RI's official magazine.

#### **Article VII. Method of Voting**

The business of this Club shall be transacted by *viva voce* (vocal assent) vote except the election of Officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

#### **Article VIII. Five Avenues of Service**

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, New Generations and International Service. This Club will be active in each of the Five Avenues of Service. The President-Elect shall appoint, by March 15 for the upcoming year, five Directors who shall each serve as chair of a committee for one of the Five Avenues of Service: Club Service committee, Vocational Service Committee, Community Service Committee, New Generations Committee and International Service committee. The Directors of each committee for Five Avenues of Service shall also serve on the Board of Directors.

## **Article IX. Committees**

Both Standing and ad hoc committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service, and are structured accordingly. 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 encouraged to serve the same committee for up to three years to ensure consistency. For the upcoming Rotary year, the President-Elect is responsible for appointing committee chairs and conducting planning meetings prior to the start of his/her year in office. Standing committees should be appointed as follows:

- **Membership:** As a component of Club Service, this committee should develop and implement a comprehensive plan for the recruitment and retention of members. The President-Elect shall be chairman of the Club Service Committee.
- **Club Public Relations:** As a component of Club Service, this committee should develop and implement plans to provide the public with information about Rotary, promote the Club's service projects and activities, and prepare and distribute the weekly Bulletin via ClubRunner or other approved method.
- **Club Administration:** This committee should conduct activities associated with the effective operation of the Club, per the Club Leadership Plan, as a component of Club Service.
- **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, as a component of either Club or International Service.
- **The Rotary (International) Foundation:** As a component of International Service, the chair, with or without a committee, should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation, and may serve for multiple terms at the pleasure of the Board. The Chair of this committee shall also serve on the Board of Directors for the Club.
- **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, including voting.
  - (b) Each committee shall transact its business as is delegated to it in these By-Laws 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 X. 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. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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 XI. 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 a specified length of time.

## **Article XII. Finances**

Section 1 - Prior to the beginning of each fiscal year, the Board shall prepare and adopt 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 deposit all Club funds in a bank approved by the Board. The Club's funds shall be divided into two separate parts: club operations and service projects.

Section 3 - To provide financial controls on expenditure of funds, the Treasurer shall present a financial report for review to the Board of Directors each month and the Board may review bank statements monthly, specifically monitoring images of checks and their purposes. Any questions shall be brought to the attention of the Treasurer and President for review, and the review reported at the monthly Board meeting.

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

Section 5 - The fiscal year of this Club shall extend 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 XIII. 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 President-Elect. 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 membership requirements of the 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 Vice President 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 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 By-Laws, 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 and pro-rated membership dues (if not Honorary Membership), shall be considered to be elected to membership.

Section 6 – Following the election, the membership chair 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 Rotary Club Constitution, Honorary Members proposed by the Board.

### **Article XIV. 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 XV. Order of Business**

Meeting called to order  
Invocation  
Pledge  
Introduction of visitors  
Announcements  
Rotary Information  
Committee reports, if any  
Address or other program features  
Four Way test  
Adjournment

## **Article XVI. Amendments**

These By-Laws 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 provided, including in electronic form, to each member at least ten (10) days before such meeting. No Amendment or addition to these By-Laws can be made which is not in harmony with the Standard Rotary Club Constitution and with the constitution and bylaws of RI.