

Bylaws of the Rotary Club of Dallas, Texas

Article 1: Definitions

1. Club means: The Rotary Club of Dallas
2. Board means: The Board of Directors of the Club
3. Director means: A Member of the Club Board
4. Treasurer means: The Treasurer of the Club
5. Member means: An active Member in good standing of the Club, other than an Honorary Member
6. RI means: Rotary International
7. Trustee means: A Member of the Dallas Rotary Club Foundation Board
8. Foundation means: The Dallas Rotary Club Foundation
9. Rotary Year or Year means: The official fiscal Rotary Year beginning on July 1st of each year and ending on June 30th of the subsequent calendar year

Article 2: Board

Section 2.1: Authority:

The governing body of the Club shall be the Board which shall have oversight authority on all aspects of the Club. The decision of the Board is final and binding on the Club, subject to the appeal process specified in the Club's Constitution.

Section 2.2: Members:

The Board shall consist of a total of sixteen voting Officers and Directors. Twelve members of the Board shall be Directors elected in accordance with Article 4 of these bylaws. The non-Director voting members of the Board shall be the President, President-Elect, immediate past President, and five year past President. Each elected Director shall serve for a term of three years. Four Directors shall be elected each year. The Treasurer shall also serve on the Board as a non-voting member (unless the Treasurer shall have been elected to the Board prior to being named Treasurer and his term has not expired).

Section 2.3: Qualifications:

President. To be eligible for nomination and election as President of this Club, a Member must:

- a. Be one of the twelve (12) Directors of the Club serving at the time of election for at least eighteen (18) months or who is a past Director of this Club.

- b. So far as possible, the President shall be limited to eligible Members who have evidenced an active interest in this Club and in Rotary International by accepting committee work, attending Club meetings, District conferences and by contributing to Rotary service, local and international, and attend Rotary leadership training.
- c. A President-Elect must also fulfill the requirements in this Club's Constitution to serve as President.

Directors. To be eligible for nomination and election as a Director of this Club an individual must:

- a. Be an active Member in good standing at the time of the person's nomination and election.
- b. Have actively participated in this Club or in Rotary International. In addition, members of the Board, whenever possible, should have been Members of the Club for at least three full years preceding their nomination, and attend Rotary leadership training.

Treasurer To be eligible to serve as Treasurer an individual must:

- a. Be an active Member in good standing at the time the individual is proposed by the President.
- b. Have experience in accounting that would enable this person to carry out the duties and responsibilities of Treasurer.

Section 2.4: Duties: The duties of the Board shall include:

- a. The governance and oversight of the Club's finances, including the setting of membership fees and dues.
- b. The governance and oversight of the Club's activities.
- c. The oversight of committees and Committee Chairs.
- d. The approval of the employment of an Club Administrator and other Club employees and the terms of their employment.

Article 3: Officers

Section 3.1: Officers: The permanent Officers of the Club shall be a:

- a. President
- b. President-Elect
- c. Treasurer
- d. Secretary

Section 3.2: Duties of Officers/Appointment of additional officers

- a. It shall be the duty of the President to preside at meetings of the Club and

the Board and perform such other duties and have such authority as ordinarily pertains to the office of President. Unless otherwise provided herein or in other policies, the term of the office of the President shall be one year.

- b. It shall be the duty of the immediate past President, five year past President or President-Elect (if the President-Elect has attended the President-Elect training Seminar) to perform the duties of the President when the President is temporarily unavailable, and perform such duties as may be prescribed by the President or the Board. The President in the first instance, and the Board if then needed, shall designate a temporary replacement from the list above. Ultimately, however, the Board may make the final decision on who shall act for the President if the President is temporarily unavailable.
- c. It shall be the duty of the Treasurer to provide for the care and disposition of all funds, accounting for it to the Club annually and at any other times upon demand by the President or the Board, and to perform other duties as usually pertain to the office of Treasurer.
- d. The President may also appoint a parliamentarian who will provide advice to the Board with respect to interpretation of the Club's constitution and bylaws.
- e. The President may also appoint a 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.
- f. Each Officer and Director shall sign an agreement describing the roles and responsibilities to serve as an Officer or Director.

Article 4: Elections

Section 4.1: Nomination and Election of President and Directors:

- a. A committee (Nominating Committee) shall be formed to select a list of candidates to be presented to the Membership for election to the Board. The Nominating Committee shall also compile a list of persons to be presented for the office of President.
- b. The Nominating Committee shall be composed of the President (who shall serve as chair), the President-Elect, the immediate past President, the fifth immediate past President, two (2) Directors who have served as chairman of a major committee or Club programs selected by the President and confirmed by the Board and two (2) Members in good standing selected by the President and confirmed by the Board.
- c. In the event of the inability of any person of the Nominating Committee to serve, the vacancy shall be filled by the President and confirmed by the Board.
- d. Members of the Nominating Committee shall nominate eight (8) or more candidates for Director. Only those persons who have expressed their willingness to serve shall be nominated. After the Nominating Committee selects the candidates, the President shall contact the candidates to

- determine if the candidates will accept the nomination. The Nominating Committee will continue until they have secured eight candidates to run.
- e. The Nominating Committee shall select one or more candidates for the office of President. There shall be at least one candidate, and not more than five candidates, as the Nominating Committee shall determine. After the Nominating Committee has selected one or more candidates the President shall contact the candidates in the order determined by the Nominating Committee to determine if the candidates will accept the nomination. The Nominating Committee will continue until they have secured candidate(s) to run.
 - f. No later than September 15th of each year, the Nominating Committee shall complete its list for Directors and President.
 - g. No later than one month after the Nominating Committee meeting the Club Administrator shall distribute a ballot containing the name of each person selected by the Nominating Committee as a candidate for Director to each Member of the Club. These names shall appear in alphabetical order. The ballot shall contain as many blank lines as there are Directors to be elected to allow for writing in a candidate(s). The four (4) candidates receiving the highest number of votes shall be elected Director Nominee.
 - h. No later than one month after the Nominating Committee meeting the Club Administrator shall distribute a ballot containing the name(s) of the candidate(s) nominated by the Nominating Committee for President to each member. Candidates shall be listed in alphabetical order, with a line for writing in a candidate. The candidate receiving the highest number of votes shall be elected President and serve in capacity of President-Elect Nominee upon election.
 - i. The President-Elect Nominee and the four (4) Director Nominees shall take office the next Rotary Year.
 - j. The mechanics for balloting will be set forth in a procedure adopted by the Board as amended by the Board from time to time. A ballot may be either a written ballot or and electronic ballot as approved by the Board.
 - k. The President-Elect, prior to taking office as President, shall appoint a Treasurer, subject to ratification by the Board. The President-Elect shall also appoint a secretary, who does not have to be a member of the Club, and may appoint a sergeant-at-arms and a parliamentarian, subject to ratification by the Board. Such persons shall take office on the same day as the President-Elect. The term of office of such appointed Officers shall be for one year or until their successors have been appointed.

Section 4.2: Vacancies

A vacancy on the Board shall be filled by action of the remaining Directors. A vacancy in the office of President shall be filled by the President-Elect for the unexpired portion of the term, provided the President-Elect is otherwise qualified based on the Club Bylaws and Constitution and the rules of Rotary International. The President-Elect shall serve as President during such unexpired term and shall serve as President the following Rotary Year for which the President was elected. In the event that the current President-

Elect is not qualified as required by the rules of Rotary International, a majority of the Board of Directors will select a Past President to complete the remainder of the current Rotary Year as President.

Article 5: Meetings

Section 5.1: An annual meeting of this Club shall be held in each year, at such time as shall be prescribed by the Board.

Section 5.2: The regular weekly meetings of this Club shall be held on Wednesday beginning at noon or at such other date and time as may be prescribed by the President. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club. Special meetings of the Club may be called by the Board upon due notice.

Section 5.3: A quorum for voting purposes shall constitute at least one-third of the Members of this club, not including Honorary.

Section 5.4: Regular meetings of the Board shall be held in each month on such day as specified by the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two Directors, due notice having been given to all Board Members.

Section 5.5: A majority of the Directors shall constitute a quorum of the Board.

Article 6: Dues

Section 6.1: The annual Membership dues and the times and method of payment for the same shall be set by the Board.

Section 6.2: Failure to pay dues in a timely manner, as established by the Board, shall be a basis for termination of Club Membership, after due notice by the Board in the method provided in the Club's Constitution. The Board may reduce the dues of such Member to such extent as it deems appropriate based on application by a Member who is in retirement, and shows such financial need as the Board determines is reasonable.

Article 7: Method of Voting

Section 7.1: The business of the Club shall be transacted by voice vote, electronic vote or a show of hands, except for the election of Officers and Directors which shall be conducted by ballot. The Board may provide a ballot for a vote on a specific resolution. Voting by proxy shall not be allowed.

Section 7.2: A ballot may be either a written ballot or and electronic ballot as approved by the Board.

Article 8: Committees

Section 8.1: Club committees and the chair(s) thereof, shall be appointed by the President with the confirmation of the Board and shall be charged with carrying out such goals as specified by the Board.

Section 8.2: The President shall be an ex officio member of all committees and shall have all the privileges of membership of those committees.

Section 8.3: Each committee shall transact such business and have such duties and authority as are delegated to it by the Board. Each committee chair shall be responsible for meetings and activities of the committee shall supervise and coordinate the work of the committee and shall report to the President and the Board on committee activities on a monthly basis.

Section 8.4: The budgets shall be maintained by each committee and reported to the Board each month or on such schedule as the Board shall request.

Article 9: Finances

Section 9.1: At least two months prior to the beginning of each fiscal year, the President-Elect shall prepare a budget with the Treasurer and Club Administrator of estimated income and expenditures for the year, which shall stand as the template of expenditures for these purposes, unless otherwise ordered by the Board.

Section 9.2: All persons receiving funds owned by the Club shall remit the funds to the Treasurer or the Club Administrator and the Treasurer or the Club Administrator shall deposit all funds in a financial institution designated by the Board.

Section 9.3: All checks and electronic bank drafts must be signed/approved by the President and the Treasurer. The President may designate two other elected Officers or Directors who may sign/approve bank drafts in the event that both the President and the Treasurer are unavailable. Any such person(s) added by the President as a signer must then be recognized by the Club's bank as an Authorized Signer before such person(s) may sign/approve such drafts. Any and all Club members seeking reimbursement of expenses incurred on behalf of the Club must submit receipts for any and all relevant expenses. All subsequent reimbursements must be approved by the President and the Treasurer.

Section 9.4: Officers and the Club Administrator 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, the cost of the bond shall be borne by the Club unless they are covered by the Rotary International Umbrella coverage.

Section 9.5: When specifically approved by the Board, the Club Administrator shall have the authority to sign documents for the Club.

Section 9.6: The fiscal year of the Club shall be the Rotary Year.

Section 9.7: Any and all bank accounts held in the Club's name shall list as signatories the holders of the following positions within the Club: President, President Elect, Treasurer, and any person(s) designated by the President under Section 9.3.

Article 10: Election of Members

Section 10.1: The application of a prospective Member, proposed by a Member of the Club, shall be submitted to the Board. A transferring or former member of another Club may be proposed to Membership by the former Club or a Member of our Club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 10.2: The Classification Committee, a subcommittee of the Membership Committee, or if no such committee is active, the Club Administrator will set the proposed Member with a classification prior to the Board Meeting. The Board shall ensure that the proposal meets all the classification and Membership requirements of the Club constitution.

Section 10.3: The Board shall approve or disapprove by vote the Membership within 30 days of its submission, and shall notify the prospect of its decision.

Section 10.4: If the decision of the Board is favorable the Membership Application shall be noticed to the Membership.

Section 10.5: If no written objection to the proposal, stating reasons, is received by the Board from any Member within seven days following publication of information about the prospective Member, that person, upon payment of the application and membership fees (excluding Honorary Membership) shall be considered to be elected to Membership and shall be so notified. If any such objection has been filed with the Board, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the application and membership fees (if not Honorary Membership), shall be elected to Membership. A member of the Board shall notify the Member filing an objection of the Board's decision.

Section 10.6: Following the election, the Membership Committee and President shall arrange for the new Member's induction, Membership information, and distribution of new Member Rotary literature. In addition, the Club Administrator will report the new Member information to RI and the Membership Committee may assign a Member (New Member Mentor) to assist with the new Member's assimilation into the Club and introduce the new Member to chairs of Club projects and committees.

Section 10.7: The Club may elect, in accordance with the Club constitution, Honorary Members proposed by a Member and approved by the Board.

Article 11: Foundation

Section 11.1: The club will have a foundation named the Dallas Rotary Club Foundation (the "Foundation").

Section 11.2: The Foundation shall be formed by a Trust document ("the Trust") that establishes and governs the Foundation. The Board shall take all actions required of it in the Trust.

Article 12: Miscellaneous

Section 12.1: The President-Elect Nominee shall have such duties as are specified herein and otherwise prescribed by the President or the Board, and shall become the President-Elect when the then President-Elect assumes the office of President.

Section 12.2: Club Administrator

- a. The Board may retain a Club Administrator at such compensation as the Board may determine.
- b. The duties of the Club Administrator shall be to assist the President and Board and perform such other duties and have such authority as may be specified by the Board.
- c. The Club Administrator will report to the President as needed on a day to day basis but is directed by the policies and direction set forth by the Board.
- d. Upon the Club Administrator's retirement from office, the Club Administrator shall turn over to the Club Administrator's successor and the President all funds, books and accounts, or any other Club property which may be in the Club Administrator's possession.
- e. In performing the aforesaid duties, the Club Administrator may use the title of Club Administrator in signing official communications and documents.
- f. The Club Administrator shall perform such duties for the Foundation as authorized by the Board and the Foundation.
- g. The position of "Club Administrator" has been previously referred to as the "Executive Director". It is hereby recognized and acknowledged that the two terms can be used interchangeably. Any use of the term "Executive Director" in conducting the Club's business shall be construed as referring to the Club Administrator described herein.

Section 12.3: Robert's Rules of Order Revised shall be the parliamentary authority on all matters of procedure not otherwise covered by the constitution and bylaws of the Club or by the rules and regulations of RI.

Section 12.4: As per RI Bylaws, 2016, 14.020.4 Suggestion by Clubs for Governor: The Club's suggestion for Governor shall be submitted in the form of a resolution adopted at a regular meeting of the Club naming the suggested candidate. The

resolution shall be certified by the Club's secretary. The Club may suggest only one of its own members as a candidate for governor-elect.

Article 13: Amendments and Reviews

Section 13.1: Notice of any proposed amendment to these Bylaws must be sent to all Members at least ten days before the Meeting at which the proposed amendment will be voted upon. At the aforementioned Meeting, the proposed amendment will pass by vote of two-thirds of the Members (not including Honorary Members) present at the Meeting. Alternatively, an amendment may be made by secured electronic vote. The Club shall send electronic ballots to each Member (not including Honorary Members), in which case, a quorum will be presumed. The amendment must pass by a two-thirds majority of all secured votes cast.

Section 13.2: The Year following the RI Council on Legislation (CoL) issuance of changes to the RI Bylaws and Constitution the Board shall form a committee headed by the President-Elect. This committee shall review the Club's Bylaws and Constitution (Club's Governing Documents or CGDs) to determine if changes need to be made to make the Club's governing document conform to the changes made by the CoL. At that time this committee may determine if other changes to the CGDs should be made. The committee shall draft changes to the CGDs for the Board's review and approval. The Board shall then submit the revised documents, clearly showing the proposed changes, to the Club for approval as described in Section 13.1.