

The Rotary Club of Wichita Falls, Texas

Bylaws

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The current Bylaws of this club.
3. Constitution: The current Constitution of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period, beginning on 1 July of each year.

Article 2 Board

The governing body of this club shall be the board consisting of nineteen (19) members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, treasurer, the sergeant-at-arms, and twelve (12) directors.

Article 3 Election of Directors and Officers

Section 1—Nominations /Voting Procedure.

- a) At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and six (6) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the Board may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Board may determine. 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, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The six (6) candidates for director receiving a majority of the votes shall be declared elected as directors for the ensuing 2-year term or until a successor is elected. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president. On 1 July immediately following that year, the vice-president shall assume office as president-elect.
- b) The Club Secretary and two (2) other members, appointed by the President, shall immediately canvass and tally the votes. The results of the election shall be announced at the close of the meeting.

Section 2 – Officers serve for one (1) year or until a successor is elected.

Directors serve for two (2) years or until a successor is elected.

Section 3 – The officers and directors shall constitute the Board of Directors. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as 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.

Section 6 – An officer or director may be removed from office for any good cause by a vote of two-thirds (2/3) of the Board members, at a meeting called for that purpose.

Article 4 Duties of Officers

Section 1 – President. It shall be the duties of the president 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. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – President-elect. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of his/her year in office.

Section 4 – Vice-President. It shall be the duty of the vice-president 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.

Section 5 – Club Secretary.

a). It shall be the duty of the secretary 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 thru the District Secretary 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.

b). The Board of Directors may hire an Executive Secretary to assist with the secretarial and administrative duties of the Club. The salary for the Executive Secretary shall be set by the Board of Directors. The duties of the Executive Secretary shall be prescribed by the Board of Directors. The President shall supervise the activities of the Executive Secretary and shall conduct an annual evaluation of the Executive Secretary's job performance. A business office for the Club may be established by the Board of Directors who shall budget annually for the

administrative costs of maintaining the office. The Executive Secretary may be a member of the Club.

Section 6 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them 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 7 – 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 5 Meetings

Section 1 – **Annual Meeting.** An annual meeting of this club shall be held not later than 31 December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – **Weekly Meeting.** The regular weekly meetings of this club shall be held on Thursday at 12:00 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by publishing any such notice in the Club bulletin. All members, except an honorary member, or member excused pursuant to the 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 Club Constitution.

Section 3 – **Quorum.** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – **Board Meetings.** Regular meetings of the board shall be held on third (3rd) Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 – **Board Quorum.** A majority of the Board shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be determined by the Board of Directors and shall be paid before the applicant can qualify as a member, except as provided for in the Club Constitution.

Section 2 – Annual membership dues shall be determined by the Board of Directors and shall be payable quarterly on the first day of July, October, January and April with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to "The Rotarian" magazine.

Section 3 – Luncheon fees, to be determined by the Board of Directors, shall be payable quarterly, in advance and shall be billed by the Secretary or Executive Secretary with the membership dues as

set out in Section 2 of this Article. Any member exempt from the attendance requirements as provided herein may elect to pay the luncheon fees in cash at the time of the luncheon.

Article 7 Method of Voting

The business of this club shall be transacted by voice 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 voice vote.

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 Youth Service. This club shall be active in each of the avenues of service. The president shall, subject to the approval of the board, appoint the chairpersons to the aforementioned standing avenues of service from the current membership of the board.

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. 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.

□ Club Administration

This committee should conduct activities associated with the effective operation of the club.

□ Service Projects

This committee should work with the Club Rotary Foundation Chair to develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

□ 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.

Section 1. Ad Hoc Committee Appointments.

- a). The president may, subject to the approval of the Board, also appoint such committees on each particular phase of each Avenue of Service, as deemed necessary. These committees will be organized by their respective Avenues of Service with specified duties.
- b). Each Avenue of Service chair shall appoint a sub-committee chair for each ad hoc committee. Each committee shall have not less than two (2) other members.
- c). The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- d). 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.
- e). Each chair shall be responsible for regular meetings and activities of their committee, they shall supervise and coordinate the work of the committee, and they shall report to the board on all committee activities.

Article 10 Duties of Committees

Section 1. 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 year.

Section 2. 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 his/her year as president.

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 (12) months.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these

purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall 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 – If the Club has hired an Executive Secretary, all bills shall be paid by checks signed by the Executive Secretary and counter-signed by one or more officers as authorized by the Board of Directors. If no Executive Secretary has been hired, or in the absence of the Executive Secretary, all bills shall be paid by the Treasurer and counter-signed by one or more officers as authorized by the Board of Directors. All bills shall be approved by the Board of Directors prior to their payment.

Section 4 – A thorough audit by a Certified Public Accountant or other qualified person may be made once each year of all the club's financial transactions, at the discretion of the Board.

Section 5 – Officers and/or employees having charge or control of club funds shall give bond if required by the board for the safe custody of the funds of the club, with the cost of the 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 four (4) quarterly periods extending from 1 July to September 30th, from October 1st to December 31st, from January 1st to March 31st, and from April 1st to June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made for the reporting periods beginning July 1st and January 1st of each year. This payment shall be on the basis of the membership of the club on those dates, as determined by the Semi-Annual Report (SAR) to Rotary International.

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 CLUB in writing, through the Club Secretary or the Executive Secretary, as applicable.

Section 2 – The proposal shall be referred at the same time to the membership committee to determine if the proposal meets all the membership requirements of the club constitution. The committee shall report its finding to the Board of Directors within seven (7) days of the receipt of the proposal.

Section 3 – The Board shall approve or disapprove the proposal within seven (7) days of its receipt of the membership proposal, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be published to the Club membership for opportunity to object to the proposed member.

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 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 by a majority of the Board members present and voting, despite the objection, the proposed member shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction; the club secretary shall issue a new member's packet to the new member, and shall report the new member to RI.

In addition, the president or club secretary will ask the proposer to assist with the new member's assimilation to the club.

Section 7 – The club may elect, in accordance with the Club Constitution, honorary members proposed by the Board.

Article 14 Resolutions

Section 1. No resolution or motion to commit the club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board shall submit its decision or recommendation to the Club at its earliest opportunity.

Section 2. Any request to the club, or to its members as Rotarians, for charitable donations or other financial assistance shall be referred to the Board of Directors for determination.

Section 3. No collection or solicitation of funds, or the sale of tickets for any function other than a Rotary sponsored activity, shall be permitted on the floor of the club without the prior approval of the Board of Directors.

Section 4. Any person, including a member of the club, desiring to make any announcement concerning any matter, other than Rotary matters, shall present such request to the president of the club, who may then approve or disapprove the announcement.

Section 5. Representatives of other service clubs, when officially representing their clubs, shall be extended every courtesy in being granted permission to make announcements concerning the regular and special activities of their clubs.

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, delivered, or otherwise provided 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.

These Bylaws approved on February 26, 2026.