

## **Bylaws of the Rotary Club of Northwest Austin**

### **Article 1 Definitions**

1. Board:                   The Board of Directors of this club.
2. RI:                       Rotary International.
3. Year:                    The twelve-month period that begins on 1 July.

### **Article 2 Board**

The governing body of this club shall be the board consisting of 13 members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-presidents of the 5 avenues of service, 2 at large directors, secretary, treasurer, and the sergeant-at-arms. The president may appoint additional members to the board as he/she deems necessary for the efficient operation of the club.

### **Article 3 Election of Directors and Officers**

**Section 1** – The president shall appoint a nominating committee headed by the president-elect and up to 3 club member not later than September 15<sup>th</sup>. The nominating committee shall, no later than October 15<sup>th</sup>, submit, to the board, a list of recommended candidates for the following positions: president-nominee, secretary, treasurer, sergeant-at-arms, club service vice-president, community service vice-president, international service vice-president, vocational service vice-president, new generations service vice-president plus 2 at-large directors. The board will discuss and vote on the list submitted by the nominating committee at the November board meeting. Upon approval, this list will be submitted to the membership at the December Annual meeting (see Article 5, Section 1). Nominations for all categories will be accepted from the floor and added to the ballot. If there are no nominations from the floor, voting may be via voice vote.

**Section 2** – The officers, vice-presidents and directors shall constitute the board.

**Section 3** – A vacancy in the board or any office shall be filled by action of the remaining board members.

**Section 4** – A vacancy in the position of any officer-elect, vice-presidents-elect or director-elect shall be filled by action of the remaining board-elect.

### **Article 4 Duties of Officers**

**Section 1** – *President*. It shall be the duty 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 the head of the past president's council which will be composed of the past president, the president-elect and the 2 at-large directors. The past president's council is responsible for fund raising, Rotary Foundation, the NWARC Special Projects Fund and the NWARC Endowment Fund. He/She will also 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 on the past president's council and to perform such other duties as may be prescribed by the president or the board.

**Section 4 – *Vice Presidents.*** It shall be the duty of the vice-presidents to preside at meetings of their respective avenues of service and obtaining chair persons for areas of responsibility under their avenue of service.

**Section 5 – *Secretary.*** 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 within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 6 – *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 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 at the last weekly meeting in each calendar year, at which time the election of the board to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on Fridays at 7 AM. 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 standard 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 standard Rotary club constitution, article 9, sections 1 and 2.

**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 on second Friday of each month after the regular membership meeting. 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 members of the board shall constitute a quorum of the board.

## **Article 6 Fees and Dues**

**Section 1** – The admission fee shall be an amount determined by the board 2 months in advance of the Rotary year to which they apply to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** – The membership dues shall be an amount determined by the board 2 months in advance of the Rotary year to which they apply, payable by June 30<sup>th</sup>. If an individual becomes a member on or after October 1<sup>st</sup>, the dues shall be three-fourths of the amount of the annual dues. If an individual becomes a member on or after January 1<sup>st</sup>, the dues shall be one half of the amount of the annual dues. If an individual becomes a member on or after April 1<sup>st</sup>, the dues shall be one-fourth of the amount of the annual dues. Dues are paid with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted via voice vote except a vote may be by ballot if deemed necessary by the President.

## **Article 8 Avenues of Service**

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

## **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members. They will be responsible for new member orientation/s to be held within six weeks of a member's induction. This committee will report to the vice-president of club service
- **Public Image**  
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. This committee will report to the vice-president of community service

- **Administration**  
This committee should conduct activities associated with the effective operation of the club. This committee will report to the vice-president 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. There will be 4 committees with one each reporting to the vice-presidents of community service, international service, vocational service and new generations service respectively
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee will report to the past president's council

Additional ad hoc committees may be appointed as needed and all committees are coordinated under one of the five avenues of service or the past president's council.

(a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and the vice-presidents of the avenue of service or past president's council it is under and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

#### **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the vice-president or past president's council it is under and the president for his or her year. In declaring the duties of each, the vice-presidents, past president's council or the president shall reference appropriate RI materials and the Avenues of Service 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 vice-presidents or past president's council 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 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence (LOA) may be granted by the board excusing a member from attending the meetings of the club

for no longer than twelve months. The member on LOA will continue to receive all communications, etc. and are encouraged to participate in meetings and other activities as they are able but are not required to do so. LOA Members must continue to pay dues.

## **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** – All bills shall be paid by the treasurer and requires both the treasurer and president's signatures. The president can authorized other officers to sign for him/her as the second signature on any/all bills.

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

**Section 5** – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June.

## **Article 13 Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, 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 and proposed classification 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 bylaws, 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 (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the president 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 standard Rotary club constitution, honorary members proposed by the board.

#### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

#### **Article 15 Order of Business**

Meeting called to order.

Opening prayer and Pledge of Allegiance.

Introduction of visitors.

Rotary International information.

Club information.

Other announcements.

Program.

Recitation of Four Way Test.

Adjournment.

#### **Article 16 Amendments**

At any time, these bylaws can be modified by the board of directors and then presented at any regular meeting. These modifications must be approved at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.