

ROTARY CLUB OF PFLUGERVILLE BY-LAWS

ARTICLE I BOARD OF DIRECTORS

The governing body of this Club shall be the Board of Directors consisting of up to nine (9) members to be elected each year in accordance with the Article II, Section 2 of these By-Laws, for a term of one year. The Board of Directors are required to attend monthly board meetings unless there are extenuating circumstances that the President approves.

ARTICLE II ELECTION OF DIRECTORS

Section 1. At least three months prior to the Annual Meeting (see Article IV, Section I), the President, President-Elect, and President-Nominee shall select names of Members to be submitted at such annual meeting for nominations for Directors and shall prepare or have prepared a ballot containing the names of such nominees ready for the annual meeting. In addition, on the date of the annual meeting, nominations may be made from the floor and the names of those nominated from the floor shall be added to the ballot.

Section 2. The Board of Directors is made up of: President, Past President, President-Elect, President-Nominee, Executive Secretary, Secretary, Treasurer, Morning Sergeant at Arms, Noon Sergeant at Arms. These Directors shall assume office on the 1st day of July.

Section 3. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors.

Section 4. It is strongly recommended that the President shall not serve consecutive terms in this office except for rare and unusual circumstances.

Section 5. At the option of the Board of Directors, any two offices may be combined, with the exception of President, President-Elect, and President-Nominee.

ARTICLE III DUTIES OF DIRECTORS

Section 1. President. It shall be the duty of the President to preside at all regular meetings of the Club and Board and to perform such other duties as ordinarily pertaining to this office.

Section 2. President-Elect. It shall be the duty of the President-Elect to attend the P.E.T.S. Conference as directed by the Board approximately four months prior to the official start of the term in office. During the term of office, the President-Elect shall study the operation of the Club and develop plans and objectives that, with approval of the Board of Directors, will become the action plan for that person's year as President of the Club. The President-Elect shall be a member of the Board of Directors, preside at meetings of the Club and Board in the absence of the President and shall perform other such duties as may be prescribed by the President.

Section 3. President-Nominee. It shall be the duty of the President-Nominee to attend the P.E.T.S. Conference as directed by the Board approximately four months prior to the official start of the term in office. During the term of office, the President-Nominee

shall study the operation of the Club. The President-Nominee shall be a member of the Board of Directors, preside at meetings of the Club and Board in the absence of the President and President-Elect and shall perform other such duties as may be requested by the President and President-Elect. The President-Nominee shall work with the Committee Chairs to accumulate and report Volunteer Hours for the Club.

Section 4. Executive Secretary. It shall be the duty of the Executive Secretary to maintain the records of the Club and Board meetings, preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International in January and July of each year, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the Club meetings, which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to Rotary International, subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to this office. The Executive Secretary shall record attendance, and assist the Treasurer in collecting payments, and ensuring that money is turned in to bank of record.

Section 5. Secretary. It shall be the duty of the Secretary to attend the regular meeting not normally attended by the Executive Secretary. Secretary shall record attendance, collect payments, and ensure that money is turned in to bank of record.

Section 6. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club monthly and at any other time upon demand by the Board and to perform such other duties as pertain to this office. Upon leaving office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other Club property in their possession. Treasurer shall send invoices to club members by mid-August, with a due date of 60 days.

Section 7. Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board. These duties may include assistance in preparing the facilities for the weekly meeting, as well as maintaining an orderly meeting, to find someone to say the invocation, and collect Notable News.

ARTICLE IV **MEETINGS**

Section 1. The annual meeting of this Club shall be held before June 30th of each year, at which time the election of Directors shall take place. In the event of a conflict, the President can reschedule this meeting. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 2. Meetings shall be held on a regular schedule. All members, except an honorary member (or member excused by the Board of Directors of this Club pursuant to Article VII, Section 3 of the standard Rotary Club Constitution) in good standing in this Club, on the day of the regular meeting, must be counted present or absent. Our club goal is for members to be engaged in the club by maintaining fifty percent weekly attendance. The Board of Directors may vote on any exceptions. Make up meeting shall be recorded by the Secretary.

Section 3. There shall be regular monthly meetings of the Board of Directors. Meetings of the Board shall be called by the President for the consideration

and transaction of Club business. Upon request of two members of the Board, due notice having been given, or upon request of five members of the Club a special meeting of the Board will be held.

Section 4. A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V **FEES AND DUES**

Section 1. The membership dues shall be paid by Members by the 15th day of October. The appropriate membership dues to Rotary International and the District shall be payable annually in July.

Section 2. All fees, dues, and assessments shall be payable upon presentation of statement and any member who fails to pay any fees, dues, assessments or other indebtedness to the Club within (10) days after the presentation of the second statement therefore shall forfeit their membership and shall be automatically dropped from the rolls of the Club, unless previously approved for a payment plan by the Board.

Section 3. Meeting fees for members eating and those not eating will be defined by the Board of Directors. Members will pay a fee, that will include the cost of the meeting and their meal; and if not eating will pay the cost of just the meeting.

ARTICLE VI **METHOD OF VOTING**

The business of this Club shall be transacted by voice vote, written ballot, proxy, or by electronic voting, as determined by the Board of Directors.

ARTICLE VII **COMMITTEES**

Section 1. The President shall, subject to the approval of the Board, appoint committees and its Chairs as he/she deems necessary to organize and oversee the activities of the club. The board shall set the budget and guidelines that each committee must follow. Such committees could include Membership, Scholarship, Fundraising, RYLA, Youth Services, Community Service, and Public Image/Relations.

Section 2. Where feasible and practical in the appointment of Club Committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 3. The President shall be an ex-officio member of all Committees and, as such, shall have all the privileges of membership thereon.

Section 4. Each Committee shall transact business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President of the Board. The Board shall pre-approve the budget and guidelines for each committee and/or event.

ARTICLE VIII **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 IX **FINANCES**

Section 1. The Treasurer shall deposit all funds of the Club in an appropriate bank to be named by the Board.

Section 2. All bills shall be paid by checks signed by two authorized signers. Authorized signers shall be designated by the Board. The Board will also determine how many signatures are required on the checking account. A financial review by a Certified Public Accountant or other qualified person may be made once each year of all the Club's financial transactions. Two members of the same household shall not sign the same check.

Section 3. The fiscal year of this Club shall extend from July 1st through June 30th of the following calendar year. The payment of per capita dues and magazine subscriptions to Rotary International and District 5870 shall be made in July and January of each year on the basis of the membership of the Club on those dates as required by Rotary International.

Section 4. No remuneration of any kind shall be paid or allowed any Director, Officer, Committee Chairperson or Member of the Club for any duties performed for the Club.

Section 5. At the beginning of each fiscal year, the Board shall prepare or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes, unless ordered by action of the Board. The President shall let the committee chair know the expected budget on or before the first committee meeting.

ARTICLE X **METHOD OF ELECTING MEMBERS**

Section 1. The name of a prospective member, proposed by an active or honorary member of the Club, shall be submitted in writing to the Membership Committee. This application shall be presented with as much information as possible.

Section 2. The membership committee, upon receipt of the completed application, shall inform the general membership by email that the application has been received with the name and general information about the proposed member.

Section 3. If a member has any objection to the application, the reason should be communicated to the membership committee within five (5) days. If no objections are received, the Membership Committee will continue the process by meeting with the proposed member as soon as possible. If a written objection has been received, the application shall be discussed by the Board to take action at the next meeting.

Section 4. Once the decision has been made to move forward, the prospective member shall be informed of the purposes of the Rotary Club, privileges, responsibilities of membership and a general overview of Rotary and Rotary International. If the prospective member desires to continue with the application process, the application is then presented at the next Board meeting for approval.

Section 5. The Board shall approve or disapprove the proposal within a timely manner of its submission, and shall notify the Membership Committee who will in turn notify the proposer and the new member.

Section 6. Following such election, the President shall arrange for the new member's induction. The new member shall receive all Rotary material and shall be included in all lists and rosters.

ARTICLE XI **RESOLUTIONS**

No resolution or motion to commit this 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.

ARTICLE XII **DISSOLUTION OF THE CLUB**

The Club shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and, in the event of the dissolution of the Club, no part of said funds shall be distributed to the membership or directors. On dissolution of the Club, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined by the Internal Revenue Code Section 501c(3)(4) or (6) and selected by a majority vote of the Board of Directors.

ARTICLE XIII **AMENDMENTS**

These By-Laws may be amended at any regular club 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 or delivered to each member at least ten (10) days before such meeting

NOTE: These By-Laws were reviewed, revised, updated and approved by the membership of the Rotary Club of Pflugerville on 06-25-2017