

Bylaws of the Rotary Club of Brownsville, Texas, Incorporated

PREAMBLE

Section 1 — Primary Purpose. The purposes for which the corporation is organized are charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.

Section 2 — General Powers. The general purposes and powers are to have and exercise all rights and powers conferred on all non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3 — Rotary. Insofar as the provisions of the law of the State of Texas under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International, including the Standard Rotary Club Constitution.

Section 4 — Non-Profit. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

Section 5 — Definition. Whenever the term "club" is used in these by-laws it shall mean this corporation, namely the Rotary Club of Brownsville, Texas, Incorporated. Whenever the term RI is used, it shall mean Rotary International.

Article 1 Election of Directors and Officers

Section 1 — 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 four (4) director members of the board of directors. The nominations shall be presented by a nominating committee and by members from the floor. The nominating committee shall be appointed by the president. The nominations duly made shall be placed on a ballot, for contested positions, 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 four (4) candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall be the president-nominee and serve as a member of the board for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

Section 2 — The officers and directors, so elected, together with the immediate past president shall constitute the board of directors and all shall serve for one year.

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

Section 4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article 2 Board of Directors

Section 1 — The governing body of this club shall be the board of directors consisting of ten (10) members of this club, namely, four (4) directors elected in accordance with article 1, section 1 of these bylaws, the president, vice president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Section 2 — Any officer or director may be removed from office, with or without cause, by the vote of two-thirds of the persons then constituting the Board of Directors.

Section 3 — The business and property of the corporation shall be managed and controlled by the board.

Section 4 — Board members shall not receive any stated salary for their services as such, but by resolution of the board the reimbursement of reasonable expenses, if any, may be allowed.

Section 5 — Any action permitted to be taken at a meeting of the Board or the executive committee, if any, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the board or executive committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

Section 6 — Subject to the provisions for notice and waiver of notice of meetings, directors may participate in and hold a meeting of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is now lawfully called or convened.

Section 7 — If a board member misses three (3) consecutive meetings that are unexcused, the individual shall be terminated as a board member.

Article 3 Duties of Officers

Section 1— *President.* It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

Section 2— *President-elect.* It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 3— *Vice President.* It shall be the duty of the vice president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice president.

Section 4— *Secretary.* It shall be the duty of the secretary to perform the statutory duties of a corporate secretary; to keep the records of membership; record the attendance at meetings; send out notices of meetings of the club, board, and committees; record and preserve the minutes of such meetings; make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary 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 semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, and the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit to RI subscriptions to *The Rotarian*; and perform such other duties as usually pertain to the office of secretary.

Section 5— *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually, at each regular board meeting and at any other time upon demand by the board, and to perform such other duties as pertain 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, invoices and any other club property.

Section 6— *Executive Secretary.* The club may employ an executive secretary to perform duties as directed by the board and shall serve at the pleasure of the board.

Article 4 Meetings

Section 1— *Annual Meeting.* An annual meeting of this club shall be held no later than the last membership meeting of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2— The regular weekly meetings of this club shall be held on Wednesday at Noon.

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.

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 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— A majority of the board members shall constitute a quorum of the board.

Article 5 Fees and Dues

Section 1— The new member admission fee shall be \$100. The admission fee shall not apply to reinstated and or transferring members.

Section 2— The membership dues shall be \$200 per annum, payable annually on the first day of July or semiannually on the first day of July and of January, with the understanding that a portion of the dues payment shall be applied to each member's subscription to *The Rotarian* magazine.

Section 3 — A member terminated for nonpayment of dues or nonattendance shall be eligible for reinstatement at the discretion of the board within 60 days of termination upon written request to the board. A reinstatement fee of \$20 shall be required for reinstatement of any member terminated for nonpayment of dues or nonattendance.

Article 6 Method of Voting

The business of this club shall be transacted by viva voce vote, except the election of officers and directors, which shall be by ballot if a position is contested.

Article 7 Committees

Section 1

(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service committee

Vocational Service committee

Community Service committee

International Service committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, and international service as deemed necessary.

(c) The club service committee, vocational service committee, community service committee and international service committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

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

(e) Each committee shall transact such business as is delegated to it in the 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 to obligate the club until a report is made to the board and approved by the board. It is recommended that each committee maintain a written record of its proceedings and that the records be passed to the chairperson's successor.

Section 2— Club Service Committee.

(a) The chairperson of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

(b) The club service committee shall consist of the chairman of the club service committee and the chairpersons of all committees appointed on particular phases of club service.

(c) The president may, subject to the approval of the board, appoint the following committees and others as needed on particular phases of club service:

Attendance committee

Club bulletin committee

Fellowship committee

Magazine committee

Membership committee

Membership development committee
Program committee
Club History/Archives committee
Public Relations committee
Classifications committee
Rotary information committee

(d) The president may appoint the president-elect to chair the program committee and the vice president to oversee and coordinate the membership and membership development committees. The immediate past-president should chair the Rotary information committee.

Section 3— Community Service Committee

(a) The chairperson of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.

(b) The community service committee shall consist of the chairperson of the various community service project committees and the chairpersons of all committees appointed on particular phases of community service.

Article 8 Duties of Committees

Section 1 — Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities. General purposes of specific club service committees are as follows.

- (a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings.
- (b) *Classifications Committee.* This committee should as early as possible, make a classification survey of the community; should compile from the survey a roster of filled and unfilled classifications, applying the classification principle; should review, where necessary, existing classifications represented in the club; and should counsel with the board on all classification problems.
- (c) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance for all Rotary functions.
- (d) *Magazine Committee.* This committee shall stimulate reader interest in *The Rotarian*.

- (e) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their findings on all applications to the board.
- (f) *Membership Development Committee.* This committee shall review continually the club roster for filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.
- (g) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (h) *Public Relations Committee.* This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club. This shall all be done on a regular basis.
- (i) *Rotary Information Committee.* This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

Section 2— Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3 — Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 4 — International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Article 9 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 10 Finances

Section 1 — The treasurer shall deposit all funds of the club in a financial institution insured by an agency of the U.S. government, as selected by the board.

Section 2 — All bills shall be paid, after approval by the President, only with checks signed by any two club officers (preferably, one being the Treasurer). A thorough audit by a certified public accountant or other qualified person (not the club treasurer) shall be made once each year of all the club's financial transactions. A tax return shall be prepared and submitted by a qualified person, who shall be selected by the board, to the Internal Revenue Service each year. The club treasurer shall provide necessary information.

Section 3 — Officers and hired staff having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 — The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues may be annual or divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and magazine subscriptions to R.I. shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 5 — Before the beginning of each fiscal year the board-elect 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-elect, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board during their year. Also, before the beginning of the fiscal year, the president-elect shall furnish all elected board members a copy of the Rotary Club of Brownsville Constitution and By-Laws.

Section 6 — The President shall be solely responsible for receiving, opening and reviewing all club bank statements before turning over to the keeper of the statements.

Article 11 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 for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 — Following approval by the classification and membership committees, the board shall ensure that the proposal meets all the classification and membership requirements of the 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 for two (2) consecutive weeks 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 the second 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 regular or special meeting. If no more than two negative votes are cast by the members of the board in attendance at such regular or special meeting, 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 new member must attend a Rotary Information session before induction into the club, then the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to R.I.; and the Rotary information committee shall provide appropriate literature, etc. for presentation at the induction and assign a member mentor to assist in the assimilation of the new member.

Section 7 — The name of a proposed candidate for Honorary Membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member, provided however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this article and proceed to vote on the proposed member. If no more than two negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Article 12 Indemnification of Directors and Officers and Insurance

Each director and each officer or former director or officer of this corporation or each person who may have served at its request as a director or officer of another corporation in which it owned shares of capital stock shall be indemnified by the corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim made against him or her, or any action, suit or proceeding to which he or she may be a party by reason of him or her being, or having been such director or officer, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view of avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to any other rights to which directors or officers may be entitled. To the extent permitted by the laws of the State of Texas a director shall not be personally liable to the corporation for monetary damages for any act or omission in his or her capacity as a director.

The club will shall provide insurance for Officers and Directors liability coverage.

Article 13 Seal

The seal of the corporation shall be such as from time to time may be approved by the Board of Directors, or they may dispense with a seal.

Article 14 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 first, shall be referred to the board without discussion.

Article 15 Order of Business

Meeting called to order.
Invocation, Pledge of Allegiance, Song.
Introduction of visiting Rotarians and guests.
Sergeant at Arms.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Fundraiser
Adjournment.

Article 16 Procedure

Robert's Rules of Order shall govern the proceedings of the members and the board except where other procedures are provided by statute or these bylaws.

Article 17 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or hand delivered 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 club constitution and with the constitution and bylaws of R.I.

The above bylaws were approved by the Rotary Club of Brownsville membership on May 25, 2005.



Valda Rispoli
Secretary 2004-05