

BYLAWS OF THE ROTARY CLUB OF
VICTORIA NORTHSIDE ROTARY

The name of this organization shall be Victoria Northside Rotary Club. The purpose of this club is to support Rotary International in their pursuit of programs and activities that promote the Object of Rotary. The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise. These bylaws are intended to be guidelines to help Victoria Northside Rotary Club meeting these objectives. These bylaws are based on the club bylaws recommended in the Manual of Procedures and work in conjunction with the club's constitution.

Article 1 Definitions

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| 1. Board | The Board of Directors of this club. |
| 2. Director | A member of this club's Board of Directors. |
| 3. Member | A member, other than an honorary member, of this club. |
| 4. Quorum | One third of the club membership;
A majority of directors for the Board. |
| 5. RI | Rotary International. |
| 6. Satellite Club | A potential Rotary club whose members shall also be members of the sponsoring club. |
| 7. Year | The fiscal 12-month period that begins on 1 July and ends 30 June. |

Article 2 Organization

The governing body of this club and the satellite club shall be a Board consisting of twelve (12) members of this club, namely, the President, immediate Past President, President-Elect, Vice-President, Treasurer, Secretary, Sergeant-at-Arms, and five (5) Directors, one of whom shall be a member of the satellite club.

The officers are the President, President-Elect, Vice-President, Treasurer, Secretary and Sergeant-at-Arms.

Article 3 Meetings

Section 1 Annual Meeting. The annual meeting of this club and the satellite club will be held the first meeting in December to elect the officers and directors who will serve for the next Rotary year. This annual meeting must be held before 31 December.

Section 2 The regular weekly meetings of this club are held every Thursday at 12:00 pm at a location designated by the Bboard. At least one week's notice of any change or cancellations of the regular meeting will be given to all club members.

No meeting will be held on Thanksgiving Day, or during the week of Christmas and New Year's.

Section 3 The satellite club meetings are held every other Thursday at 6:00 pm at a location designated by the members. At least one week's notice of any change or cancellations of the regular meeting will be given to all club members.

No meeting will be held on Thanksgiving Day, or during the week of Christmas and New Year's.

Section 4 Board meetings are held each month at a date, time and place specified by the President. Special meetings of the Board are called with at least one week's notice by the President or upon the request of two members of the Board

Section 5 A majority of the Board members shall constitute a quorum of the Board which is needed for Board decisions to be valid.

Article 4 Membership

The club may have two kinds of membership: Active and Honorary.

Section 1 Active Membership

Active members must:

Be a person of good character;

Hold (or be retired from) a professional, proprietary, executive, managerial, or community position;

Have demonstrated a commitment to service through personal involvement;

Be able to meet the club's weekly attendance or community project-participation requirements;

Must live or work in Victoria County or the surrounding area.

Section 2 Honorary Membership

The Board has the option to elect honorary members each Rotary year for a designated period of time. These are individuals who have served this community or Rotary in exemplary fashion.

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club.

Section 3 Satellite Club Membership

All satellite club members will hold active membership in the club, and such members shall meet the qualifications listed above in Section 1 of this article.

Section 4 Dual Membership

No person shall simultaneously hold active membership in this and another Rotary club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 5 Corporate Membership

The Corporate Membership category allows a corporation or company in Victoria County or surrounding area to become a member of Victoria Northside Rotary Club through an established membership approval process. The corporations may recommend up to four designees as the individuals attending club meetings. Such individuals must be employed full time by the eligible corporation.

Attendance at meetings is to be rotated among the four recommended designees. Additional designees may attend the weekly meetings but will have to pay for lunch as a guest. Perfect

attendance at the end of the year will be given to the corporation and is based on at least one designee being present weekly.

- Article 5 Method of Electing Individual Members for This Club, the Satellite Club and Corporate Membership
- Section 1 Prospective members must be sponsored by a current member.
- Section 2 There is no age requirement for membership. Generally undergraduate and graduate students are not eligible in Rotary, but they are eligible for Roteract club membership. However, each application must be looked at individually; if an individual is a full time student but also has an established career, he or she would be eligible.
- Section 3 An active member of the club who wishes to propose a new member should complete an application on the prospective member and present such application to the Secretary. A transferring or former member of another club may also be proposed for membership by the former club. **The proposal is kept confidential** temporarily unless the board instructs otherwise.
- Section 4 The Secretary shall assess eligibility of the proposed member from the standpoint of classification and to assign a classification.
- Section 5 The Secretary shall present the application of the proposed member to the Board. The Board shall ensure that the candidate meets all of Rotary's eligibility membership requirements, as stated herein.
- Section 6 The Board shall accept or reject the candidate's membership at the next scheduled board meeting.
- Section 7 If the Board rejects a proposed member, the sponsoring member will be notified. No other action is required.
- Section 8 If the decision of the Board is favorable, the name of the proposed member and his/her classification is to be presented to the club membership by the Secretary via email. If no written objection to the proposal, stating reasons, is received by the Board from any active member of the club within ten (10) days

following publication of the name of the prospective member, the Board's acceptance stands.

- Section 9 If an objection has been filed with the Board within the ten (10) days following publication, a Board meeting will be held. The Board will invite the opposing member(s) to attend and discuss his/her objections. Following discussion, the Board will make a final decision. If the Board rejects a proposed member, the sponsoring member will be notified. No other action is required.
- Section 10 Following final acceptance, the Secretary will inform the sponsoring member. The sponsoring member will then invite the prospective member to join the club and educate him/her about Rotary and membership requirements.
- Section 11 The applicant shall sign the membership application and pay the admission fee.
- Section 12 Following the member's acceptance into the club, the club Secretary shall report his/her name to the General Secretary of Rotary International.
- Section 13 After meeting the requirements in Section 8 or 9 & 10 of this Article, the new member shall be formally inducted at a regular meeting of the club.
- Section 14 The Board may elect, in accordance with the standard Rotary Club Constitution and as defined in Article 4 Section 2 of this document, honorary members proposed by the board.
- Section 15 Corporate Membership
- a. A corporation or company who wishes to become a member shall complete the Corporation Membership Application. Such application shall be submitted to the Club Secretary. Up to four (4) persons may be recommended to be corporate designees.
 - b. Prospective corporate members must be sponsored by a current member. If the corporation approaches the club about membership, an active member of the club will be asked to serve as the sponsor/mentor for the corporate designees.

- c. The Secretary shall assess eligibility of the proposed member from the standpoint of classification and to assign a classification.
- d. The approval process will follow the same steps as previously stated for active individual membership.
- e. Following final acceptance, the Secretary will inform the sponsoring member. The sponsoring member will then invite the prospective corporate designees to join the club and educate him/her about Rotary and membership requirements.
- f. Following the corporation's acceptance into the club, the club Secretary shall report the corporation's name to the General Secretary of Rotary International.
- g. After meeting the requirements in Section 8 or 9 & 10 of this Article, the new corporate designees shall be formally inducted at a regular meeting of the club.
- h. Should a corporate designee resign another designee may be added.
- i. IF a designee of an approved corporation, while still an employee of the corporation, wishes to become an individual active member, he or she may do so by following the steps provided in this document for all eligible individual active members. In this case, the admission fee will be waived.

Article 6 Elections and Terms of Office

Section 1 A Nominating Committee for new Officers and Directors shall consist of five (5) members: the incumbent President, President-Elect, Vice-President, immediate Past President who shall chair the committee and who will choose one member from the members at large. The Nominating Committee shall ensure that each prospective nominee is willing to be nominated and will serve in a club office.

- Section 2 The nominations shall be presented to the membership-at-large at a regular meeting in November by the Nominating Committee Chair. At that time, any member may propose additional nominations, provided that the nominees agree to serve. All nominations must be approved by a majority of the members present.
- Section 3 At the first regular meeting in December, the annual elections of Officers and Directors shall take place. Election shall be by simple majority vote of the members present. In the case of a contested election, the vote shall be by written ballot.
- Section 4 The candidate for each office who receives a majority of the votes at that annual meeting is declared elected to the office.
- Section 5 A vacancy on the Board or any office shall be filled by action of the remaining members of the Board.
- Section 6 A vacancy of any officer-elect position or director-elect position shall be filled by action of the remaining members of the board-elect.
- Section 7 Terms of office for each role are as follows:
- Each officer shall serve a one year term.
- The individual elected to the office of Vice-President will move into the President-Elect position the following year, and then into the office of Club President the third year. It's important that the individual accepting this position understands the succession process.
- Club directors will serve a two-year term, alternating two (2) members each year.
- The satellite club director will serve one (1) year.

Article 7 Duties of the Board

- Section 1 President. The president shall preside at club and Board meetings, appoint club committees/function responsibilities, and perform other duties that ordinarily pertain to the office of President.

- Section 2 Immediate Past President. The immediate past president shall serve as a Director, and serve as the Nominating Committee Chair.
- Section 3 President-Elect. The President-Elect shall prepare for their year in office and serve as a Director. The President-Elect will preside at meetings of the club and Board in the absence of the President, and will serve as the Membership Committee Chair.
- The President-Elect is expected to attend the PETS seminar, held annually in Dallas. This event is typically held during a weekend in February or March.
- Section 4 Vice-President. The Vice-President shall serve as a Director of the Board, and shall serve as The Rotary Foundation Chair.
- The Vice-President is encouraged to attend the PETS seminar both during his/her year as Vice-President, and again during his/her year as President-Elect.
- Section 5 Treasurer. The Treasurer shall oversee all funds, provide a written monthly account of these funds to the Board, invoice members on a monthly, quarterly, semi-annual or annual basis, report to District and RI as required, and perform other duties that ordinarily belong to the treasurer.
- The club Treasurer will also serve as the Treasurer for the satellite club.
- Section 6 Secretary. The Secretary shall keep membership records, record attendance at meetings, record minutes of Board meetings, send out notices, report as required to the District and to RI, and perform other duties as usually pertain to the office of Secretary.
- The Secretary of the club will keep attendance records and other pertinent records for the satellite club.
- Section 7 Sergeant-at-Arms. The Sergeant-at-Arms keeps the club meeting running smoothly with few interruptions. The Sergeant-at-Arms is responsible for helping to maintain orderly and effective Rotary club meetings.

Section 8 Director. A Director shall attend club (or satellite club) and Board meetings. They shall be responsible for carrying out the annual and long-range goals of the club.

Article 8 Fees and Dues

Section 1 An admission fee of \$50, as well as pro-rated RI and district dues, shall be paid before the individual applicant can qualify as a member of the regular club or the satellite club.

Section 2 An admission fee of \$50, as well as pro-rated RI and district dues, shall be paid by the corporation before the corporation can qualify as a member.

Section 3 Admission fees do not apply to transferring active members.

Section 4 Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian*, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. For Corporate members, *The Rotarian* will be sent to the corporation.

Club dues shall be in the amount of \$60 monthly.

Satellite club dues shall be in the amount of \$30 monthly.

Corporate dues shall be in the amount of \$60 monthly.

Membership dues may be paid monthly, quarterly, semi-annually, or annually for the convenience of the members. Dues shall be payable within ten (10) days of the invoice date.

Section 5 Any member failing to pay his/her dues within thirty (30) days after the proscribed time (ten [10] days from the date of invoice) shall be notified in writing by the Secretary. If dues are not paid within thirty (30) days from the Secretary's notice, the Secretary and Treasurer, at the next Board meeting, will make an official recommendation to terminate membership from the club.

Section 6 Any member who has committed to a Paul Harris Circle of Eight, and resigns prior to completion of that circle, is required to pay the remaining balance upon resignation, or agree in writing to make annual payment until the circle is completed.

Article 9 Method of Voting

The business of this club is conducted by voice vote, show of hands, or email response, except for contested elections of officers and directors, which is then conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

If more than one corporate designee attends a meeting where a vote is held, only one designee may vote, the others in attendance must abstain.

Article 10 Committees

Section 1 Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. This club will have the following committees or at least one or more persons to achieve the various functions. The President will appoint individuals to the functions or committees and assign a committee chair if appropriate.

Club Administration Committee

This committee has oversight of the club programs, producing newsletters or bulletins, club communications, the club website, attendance and fellowship.

Membership Committee

This committee should develop and implement a comprehensive plan for the recruitment and retention of members. It is also this committee's responsibility to provide a meaningful member induction ceremony.

Public Relations Committee

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.

Rotary Foundation Committee

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Service Projects' Committee

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

Section 2 Additional committees may be appointed as needed.

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

Section 4 Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the board. The President or the Board shall refer additional business to a specific committee as needed.

Section 5 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 11 Finances

Section 1 No later than one (1) month after the beginning of the fiscal year, the President shall prepare an annual budget of estimated income and expenditures and present to the Board for approval.

Section 2 The Treasurer shall deposit club funds in a financial institution~~(s)~~ designated by the Board.

Section 3 The Treasurer is authorized to pay any bill presented by a Board member or committee chair provided it is for an item and covered by the budget. Any other bills not covered by this provision must be approved by the Board.

Section 4 A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 An annual financial statement of the club shall be provided to the Board and made available to the membership-at-large, upon request.

Section 6 The fiscal year is from 1 July to 30 June.

Article 12 Leave of Absence

Section 1 Upon written application to the Board, such application is to be received in time for the Board's consideration before absence begins, and if setting forth good and sufficient cause, such absence may be granted excusing a member from attending the meetings of the club for a period not to exceed six (6) months.

All finances with the club must be in order prior to the requested leave of absence, e.g., dues up-to-date, Circles of Eight (Paul Harris award participation) and other commitments paid.

The member requesting a leave of absence is still expected to pay Rotary International and District dues during the leave.

Absences will be excused, but will not count toward the member's perfect attendance rating.

A member may request in writing one (1) additional six (6) months' leave of absence, but it is strongly discouraged.

Section 2 A member's absence shall be excused if absence is caused by protracted ill health or impairment so the member is physically unable to attend a regular meeting, provided the Board approves of such absence and the member meets one or more of the following qualifications:

- a. The member has been active in the club for twenty (20) plus years and has reached the age of 65; or
- b. The member has been active in the club for ten (10) or more years and has reached the age of 75.

Absences will be excused, but will not count toward the member's perfect attendance rating.

Article 13 Termination

a. Unpaid Dues Refer to Article 8, Section 4.

b. Attendance Each member is encouraged to attend the club's weekly meetings or satellite club's meetings. A member will also be counted as attending a regular meeting if he or she attends the Board meeting, a committee meeting, participates in a service project, attends a club social,

attends RI and district meetings, attends another club's meeting or pursues a make-up through online participation.

With these numerous options available to members, it is expected that members will attend actively participate. Failure to do so will result in the Secretary's recommendation of termination to the Board.

Article 13 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 14 Order of Business

- Meeting called to order
- Pledge of Allegiance
- Prayer
- Introduction of visitors
- Correspondence, announcements, and Rotary information
- Committee reports, if any
- Any unfinished business
- Any new business
- Program
- 4-Way Test
- Adjournment

Article 15 Amendments

Any member may propose an amendment of these bylaws by presenting the proposed change(s), in writing, at a Board meeting.

Amendments may be adopted at any regular meeting by an affirmative vote of two-thirds of the members present, provided that the membership at large was notified of the proposed amendment(s) fourteen (14) days in advance. Written notice may include announcement in the weekly bulletin, posting on the club website, via mass emailing, or any other acceptable method determined by the Board.

All changes to these bylaws must be consistent with the Standard Rotary Club Constitution and Bylaws, and the Rotary Code of Policies.