# BY‐LAWS

**ROTARY CLUB OF SLIDELL NORTHSHORE, LOUISIANA, U.S.A.**

**Revised May 27, 2014**

**Article I**

**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 2 members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club 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 officers. The candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall serve as a member of the Board as president‐ elect for the year commencing on the first day of July next following his election as president, and shall assume office as president on the first day of July immediately following his year of service on the Board as president‐elect.

**Section 2.** The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors.

**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 II Board of Directors

The governing body of the club shall be the Board of Directors, consisting of nine members of the club, namely, three directors elected in accordance with Article I, Section 1, of these By‐Laws, the president, president‐elect, vice president, secretary, treasurer, and the immediate past president.

# Article III Duties of Officers

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

**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 pertains to his office.

**Section 4. Secretary.** It shall be the duty of the 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 Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st 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 within 15 days of the last meeting of the month, collect and remit to Rotary International subscriptions to *The Rotarian* and perform such other duties as usually pertains to this office.

**Section 5. Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to his office.

Upon his retirement from office, he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

**Section 6. Immediate Past President.** It shall be the duty of the immediate past president to serve as a director, to chair the nomination committee and to perform such other duties as may be prescribed by the president of the board.

# Article IV Insurance

The Club shall purchase and maintain in force a Directors and Officers Insurance Policy.

# Article V Indemnification

The club shall indemnify any and all persons who are serving or have served at any time as a director or officer of the club, or who, at the request of the Board of Directors of the club, may serve or at any time has served as a director or officer, and their heirs, administrators, successors, and assigns.

This indemnification shall be against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party by reasons of being or having been directors or officers of the club.

The only exception to this indemnification shall be in relation to matters as to which any director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of duty.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under law, by these bylaws, agreement, vote of directors, or otherwise.

# Article VI Meetings

**Section 1. Annual Meeting.** An annual meeting of this club shall be held on the first Tuesday in December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

# Section 2. Regular Weekly Meetings.

* 1. **Date and Time:** The regular weekly meetings of this club shall be held on Tuesday at 7:30 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by announcement to the club or by email.
	2. **Counting Attendance.** All members excepting an honorary member (or member excused by the Board of Directors of this club, pursuant to sub‐sections (c) and (d) of Section 5 of Article VIII of 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 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 under the make‐up rules adopted by this club and/or Rotary International from time to time.
	3. **Quorum.** One‐third of membership shall constitute a quorum at the annual and regular meetings of this club.

# Section 3. Board Meetings.

* 1. **Regular Meetings.** Regular meetings of the Board shall be held on the dates and time as determined by the Board.
	2. **Special Meetings.** 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. At least 48 hours advance notice must be given, either by telephone call, email or in person. Attendance at the meeting will constitute waiver of notice, unless a Board member objects at the meeting to the lack of notice to him or her.
	3. **Quorum.** A majority of the Board members shall constitute a quorum of the Board.

# Article VII Fees and Dues

**Section 1. Admission Fee for New Members.** An admission fee shall be charged to new members. The fee shall be determined by the Board.

**Section 2. Membership dues, fees and assessments.** The annual club membership dues and member contributions to the endowment fund, Paul Harris Fellow program and Rotary Benefactor program shall be as approved by the club membership. In addition to annual club dues and assessments, members will also be billed for annual District dues, annual RI dues, and special assessments by the District and/or RI. Members shall be billed quarterly for these dues and assessments.

# Article VIII Method of Voting

The business of this club shall be transacted by voicevote except the election of officers and directors, which shall be by ballot, except if by acclamation, in which a voice vote for the election of officers and directors will be allowed.

# Article IX Avenues of Service

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

# Article X Committees

**Section 1. Charge for annual and long‐range goals.** Club committees are charged with carrying out the annual and long‐range strategic goals of the club.

# Section 2. Continuity of goals.

* 1. **Joint Role of President, President‐elect and Immediate Past President.** The president‐elect, president and immediate past president should work together to ensure continuity of leadership and succession planning.
	2. **Role of Club Members.** When feasible, committee members should be appointed to the same committee for three years to ensure consistency.
	3. **President‐elect to make committee assignments and hold planning meeting prior to start of new Rotary year.** 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.

# Section 3. Standing Committees

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 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.

# Administration

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

# 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.

# The Rotary Foundation

Foundation through both financial contributions and program participation.

**Section 4. Ad hoc committees.** Additional ad hoc committees may be appointed as needed. Specific committees and subcommittees are defined in the club Policies and Procedures Manual.

# Section 5. Operation of Committees

* 1. **Role of the President.** The president shall be *ex officio* member of all committees, and as such, shall have all the privileges of membership thereon.
	2. **Responsibilities of Committees.** 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.
	3. **Responsibilities of Chairmen.** 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 XI Duties of Committees

**Section 1. Constant review of duties by current president.** 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, RI Club Leadership Plan and the Avenues of Service when developing plans for the year.

**Section 2. President‐elect to make all assignments prior to beginning of new Rotary 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 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 the year as noted above.

# Article XII Leave of Absence

**Section 1. Good Cause.** 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.

**Section 2. Counted as Absent.** Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the memberʹs attendance. Unless he attends a regular meeting of some other club, the excused member must be recorded as absent, except that the absence authorized under provision of Art. VIII, Sec. 5(c) or (d) of the standard club constitution is not computed in the attendance record of the club.

**Section 3. Dues must be paid.** A leave of absence does not excuse the member from paying all club dues, assessments and fees. The only costs the member on leave is relieved of paying are the meal costs and costs for socials he/she does not attend.

# Article XIII Finances

**Section 1. Make Deposits.** The treasurer shall deposit all funds of the club in a bank to be named by the Board.

**Section 2. Bills and Audit.** All bills shall be paid only by check signed by the treasurer upon supporting documentation. The books and records shall be reviewed quarterly, as follows. The Board shall review the outstanding accounts receivable and take action as deemed necessary. The finance committee shall review the disbursements, receipts, credit memos and write offs for acceptable practices and activity. The parameters of the scope and duties of the finance committee shall be as directed by the Board. The finance committee shall also conduct a year end review.

**Section 3. Fiscal Year.** The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of membersʹ Rotary International and District dues shall be paid as directed by Rotary International and the District. Club dues and assessments shall be paid no less frequently than quarterly.

# Section 4. Budget.

**4. 1 Budget approved no later than beginning of Rotary year.** At the beginning of each fiscal year, the Board shall 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 otherwise ordered by action of the Board.

**4.2 Administrative and Charitable/service Budget.** The budget shall be broken into two separate parts: one in respect of club operations and one in respect to charitable/service operations.

# Article XIV Method of Electing Members

**Section 1. Active Members**

* 1. **First attend meetings as a guest.** The prospective member is invited to a club meeting by an active member. The prospective member may attend 2 meetings at the club’s expense. Any additional meals are billed to the inviting member until the inviting member submits a new member proposal for the prospect. The prospect is introduced as a GUEST at these meetings and all other meetings until an application is approved.
	2. **Application for membership.** The active member and the prospective member jointly fill out the application for membership. The Classification of the prospect must be disclosed on this application. The club pays for all meals from the time the prospect is proposed as a new member until the prospect is inducted or rejected as a new member.

# Board action.

The Board shall consider and approve or disapprove the application and the classification of the applicant. If approved by the Board, the proposed name is forwarded to the membership for approval or disapproval. If disapproved by the Board, the application does not proceed any further.

* 1. **Approved by Board and no member objection.** If no written objection, stating reasons, is received by the Board from any member of the club within ten days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee as prescribed in these By‐Laws, shall be considered to be elected to membership.
	2. **Approved by Board and member objection.** If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed member. If not to exceed 2 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 prescribed admission fee, shall be considered to be elected to membership.
	3. **Report to Rotary International.** Following the memberʹs election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the General Secretary of Rotary International.
	4. **Induction.** The member shall be formally introduced as a new member at a regular meeting of the club.
	5. **No public comment on application.** At no time during a club meeting or club function, prior to approval of an application for membership, shall comments be made on a pending application suggesting a predisposed favorable outcome, create any premature expectation of approval or any similar comment. It shall be the duty of the club president to continually enforce this rule, remind the members periodically of this rule and specifically remind members who invite guests and submit applications of this rule.

**Section 2. Honorary Members.** The President may appoint no more than two honorary members each year. The club, at its expense, shall enroll the honorary members for subscription to *The Rotarian* and pay the costs of the meeting meals for the honorary members. The honorary members shall not be assessed any dues or costs.

# Article XV Resolutions

No resolutions or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board. Such resolution or motions, if offered at a club meeting, shall be referred to the Board without discussion.

# Article XVI Order Of Business

**Section 1.** Order of Business for Club Meetings Meeting called to order

Introduction of visiting Rotarians and other visitors Correspondence

Announcements

(birthdays, wedding anniversaries, club anniversaries, newspaper articles and other publicity, upcoming club, district and RI events, etc.)

Rotary information Program feature Raffle Adjournment

# Section 2. Business Meetings

It is recommended that the club conduct business meetings monthly following the Board meeting. A proposed agenda for these meetings is as follows:

Meeting called to order

Introduction of visiting Rotarians and other visitors Correspondence

Announcements

(birthdays, wedding anniversaries, club anniversaries, newspaper articles and other publicity, upcoming club, district and RI events, etc.)

Rotary information Officer reports

Committee reports for each committee Unfinished business

New business Raffle Adjournment

# Article XVII Paul Harris Fellows

**Section 1. Procedure.** The club shall make Paul Harris Fellow (PHF) awards according to the following procedure:

* 1. **Role of Treasurer.** The Treasurer shall inform the president when the club has accumulated the funds needed to award a PHF. This should be on the agenda for each Board meeting. The president shall instruct the club foundation chair when to order the next PHF.
	2. **Award to President and Rotarian of the Year.** A PHF award shall be made first to the current president of the club, regardless of how many years he/she has been a member of the club, unless he/she has already been awarded a PHF by the club. A PHF award shall be made to the Rotarian of the Year, regardless of how many years he/she has been a member of the club, unless he/she has already been awarded a PHF by the club.
	3. **Next in line.** If the president and Rotarian of the Year have already been awarded a PHF by the club, the award shall be made according to membership seniority as follows. The chairman of the Paul Harris committee is charged with keeping a record of the line of membership seniority for the award of Paul Harris Fellows.
		1. **Next in line, assuming four (4) years of membership.** To the next member in seniority, based on his or her membership date or date of receipt of last PHF, who (1) has at least four (4) years of continuous service to the club, beginning with any member joining after 1 April 2014, (2) is an active1 member at the time he/she becomes entitled to a Paul Harris Fellow and (3) is in good standing, by which is meant that the member is in compliance with club attendance rules and current in payment of dues and assessments.
		2. **Incentive Program.** If a member of less than four (4) years receives a PHF under an incentive program2, that member is not rotated down in the list, but remains in the PHF rotation in the order according to the date joined.
		3. **Exceptions to Rule.** **(1) Former Member Rejoins:** If a former member rejoins, his/her name is placed at the bottom of the rotation list. **(2) New Members:** New Members shall have priority over other members once they have obtained four (4) years of continuous service. **(3) Members with same dates:** Members with the same joining date or receipt date of multiple PHFs will be placed in the PHF rotation first by seniority and them by alphabetical order of last name. (4) Polio Plus: PHF awards received under the Polio Plus Program are received as part of this PHF Program.
	4. **Multiple Paul Harris Fellow.** When receiving a PHF award from the club, the recipient must receive the award of it as his/her first award. However, if the recipient is accepting his/her second or subsequent PHF, the recipient may choose to give the PHF to whomever the recipient desires to honor.
	5. **Seniority Document.** The club’s “Paul Harris Fellow Program” document dated 20 March 2014, and subsequent revisions, shall be the official guidance for the awards described above.

PHF Program by-laws amendment approved by club board on 19 February 2014.

PHF Program by-laws amendment approved by club members on 27 May 2014. Motion by Wynn Williams. Second by Ken Levy. Motion carried.

1Members on leave of absence are not active members.

2The annual District 6840 Foundation raffle is not considered an incentive program if the member purchased the raffle ticket separate from contributions by the club on behalf of all members.

# Article XVIII 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 emailed to each member at least ten days before such meeting. No amendment or addition to these By‐Laws can be made which is not in harmony with the club constitution and with the Constitution and By‐Laws of Rotary International.

Approved at Club meeting on May 27, 2014, quorum present and proper notice given.

Club Secretary