

Bylaws of the Cross Timbers Rotary Club

Third Amendment to Bylaws Adopted December 2, 2022

Article I Definitions

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. RI: Rotary International.
5. Year: The twelve-month period that begins on July 1.
6. The Club: Refers to the Cross Timbers Rotary Club.

Article II Board

The governing body of this Club shall be elected in accordance with article 3, section 1, of these bylaws and shall consist of up to twenty members including the immediate Past President, President, President Elect, President Nominee, Secretary, Treasurer, Sergeant at Arms and Club Legal Counsel (collectively “Club Officers”), as well as the Leadership Council Chair, Public Relations Committee Chair, Rotary Foundation Committee Chair, Community Service Committee Chair, Membership Committee Chair, Club Administration Committee Chair and International Committee Chair (collectively “Committee Chairs”), and a minimum of three (3) and up to five (5) Members-at-Large.

The initial Leadership Council will consist of the Club Founders and the Past Presidents of other rotary clubs who were Charter Members of The Club when it was founded so long as they remain as an active, senior active or honorary member of the Club. Thereafter, each President, upon taking office, shall be added to the Leadership Council so long as such President remains an active, senior active or honorary member of the Club. The Leadership Council will serve as the Nominating Committee for Club Officers. Committee Chairs for each successive year shall be appointed by the President Elect and the Club Officers and Directors will be elected by the membership. The Leadership Council shall serve as the Trustees of the Cross Timbers Rotary Club Foundation and the Board shall serve as the board for the Cross Timbers Rotary Club Charities, Inc. The Leadership Council may be called upon to serve as a resource for long-range planning for the Club and for special projects as needed. The Leadership Council, by a majority vote of its members, shall select a Committee Chair each year to serve as a member of the Board.

Article III Election of Directors and Officers

Section 1 – At the first regular meeting in November, the Leadership Council shall meet to determine nominations for Club Officers. The nominations duly made shall be placed on a ballot in alphabetical order under each office and approval of the slate of candidates proffered by the Leadership Council shall be voted on at the annual meeting in December by a majority of the membership. The candidate for President elected in such balloting shall be the President Elect and shall assume the office of President on the first day of July next following the election. The President Nominee, upon seating of the President on the first day of July next following the election, shall become the President Elect for the year thereafter. Both the President Elect and the President Nominee shall have served at least one year on the Board prior to being seated in such position.

Section 2 – The President Elect, in conjunction with the Leadership Council, shall determine the Committee Chairs that will be seated upon the President Elect assuming the office of President. The

President Elect shall have the final say as to the placement of each of the Committee Chairs. The Committee Chairs shall be submitted to the membership at the annual meeting in December.

Section 3 – At the December meeting of the Leadership Council in which Club Officers are nominated, the Leadership Council may, at its option, select up to two (2) Members-at-Large in good standing to serve on the Board. Three Members-at-Large shall be nominated by the general membership at the November meeting and shall be voted on at the annual meeting in December. Members may self-nominate. At the annual meeting in December each candidate nominated by the general membership and in good standing shall be placed on a ballot in alphabetical order and each member in good standing shall be allowed to vote for three (3) of the candidates on the ballot. The three (3) candidates that garner the most votes shall be elected as the Members-at-Large and shall be seated on the Board the first day of July next following the election.

Section 4 – The Club Officers, Committee Chairs and Members-at-Large shall constitute the Board beginning on the first day of July next following the election.

Section 5 – A vacancy in the Board of any non-Club Officer shall be filled by action of the remaining members of the Board upon a majority vote of the Board.

Section 6 – A vacancy in the Board of any Club Officer shall be filled by a subsequent action of the Leadership Council by a majority vote of the Leadership Council.

Section 7 – A vacancy in the position of any officer-elect shall be filled by a subsequent action of the Leadership Council by a majority vote of the Leadership Council.

Section 8 – No member who is more than 90 Days past due in paying any membership dues or other club fees shall be elected or appointed to serve as a Club Officer, Committee Chair or Member-at-Large.

Section 9 – A Club Officer, Committee Chair or Member-at-Large may be removed from their position upon the vote of a super majority (66%) of the Board. Upon such removal such position will be filled, depending upon the position, as set out in Article III, Sections 5, 6, 7 and 8 immediately above. A club Officer, Committee Chair or Member-at-Large who has become past due in paying any membership dues or other club fees for more than one-hundred and twenty (120) days will be removed.

Article IV

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 pertains to the office of president. The President will vote only when there is a tie among the Board. The President shall be responsible for filing or causing to be filed, the federal tax return for the year of their presidency

Section 2 – *Immediate Past President*. It shall be the duty of the immediate Past President to serve as a Director and to 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 preside at meetings of the Board and the Club in the absence of the President, to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board.

Section 4 – It shall be the duty of the President Nominee to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board.

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, including 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. The functions of the Treasurer shall be consistent and in accordance with the guidelines established in the RI Club Treasurer Manual. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the Club in regular monthly reports and at any other time upon request by the Board and to perform other duties as pertain to the office of treasurer or as may be directed by the President of the Board. 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.

Section 8 – Club Legal Counsel. The duties of the Club Legal Counsel shall be such duties as are generally prescribed for such office and will specifically include the review and approval of any contract to be entered into by the club obligating the club to an expenditure in excess of \$1,500.00. The Club Legal Counsel will also be the Chair of any Bylaws review committee established by the Club.

Article V Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held in December of each year, at which time the election of Club Officers, Committee Chairs and Members-at-Large, to serve for the ensuing year, shall take place.

Section 2 – The regular weekly meetings of this Club shall be held on Friday at 8:00 a.m. 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 article 10 , Sections 3 and 4 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’s being present for at least sixty (60) percent of the time of the meeting, either at this Club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 10, Sections 1 and 2.

Section 3 – Two thirds 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 the last Friday of each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Board Members, due notice having been given. Each Board Member shall attend a minimum of 75% of the Board meetings to maintain their board position.

Section 5 – A majority of the Directors shall constitute a quorum of the Board.

Article VI Fees and Dues

Section 1 – The admission fee shall be one-hundred dollars (\$100) to be paid before the applicant can qualify as a member.

Section 2 – The membership dues for all members shall be payable on the first day following the date the invoice is issued in January, April, July and October. A member in good standing transitioning to another club may pay Cross Timbers Rotary \$50 per quarter for two quarters before forfeiting their membership. Quarterly dues shall be reviewed annually and adjusted with a vote of a super majority (66%) of the Board.

Section 3 – In the event a member is 180 Past Due in the payment of membership dues or any part thereof, meeting fees, or new member fees, that member's membership will be terminated. The past due member will receive written notice at each 30-day interval following the 90th day. If payment has not been received within 180 days, the past due member shall forfeit his/her membership unless the Board by a majority vote, grants such member additional time to remedy the past due amounts.

Article VII

Method of Voting

The business of this Club shall be transacted by *viva voce (vocal assent)* vote except the election of officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. In any proceeding in which voting by members is called for, each membership account in good standing shall be entitled to cast one vote. This will take place in person or by electronic mail.

Article VIII

FIVE Avenues of Service

The Five 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 Youth Service. This Club will be active in each of the Five Avenues of Service.

Article IX

Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service. The President-elect, President, immediate Past President, and Leadership Council 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. Except for the Leadership Council, the President-Elect is responsible for appointing Committee Chairs and conducting planning meetings prior to the start of their 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.
- *Club Administration*: This committee should conduct activities associated with the effective operation of the Club.
- *Community Service*: 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*: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- *Public Relations*: This committee is responsible for increasing the public image and awareness of the Club in the community and to educate the Club members of the activities and avenues of service of the Club.
- *International*: This committee encompasses actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.

- *Leadership:* The Leadership Council shall carry out the specific duties set out in these bylaws, including the selection of the President, President Elect and other officers.

Additional ad hoc committees may be appointed as needed.

- (a) The President shall be an ex officio 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 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 act until a report has been made and approved by a majority of 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 X

Duties of Committees

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 refer to appropriate RI materials and the Avenues of Service. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during 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 XI

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 no longer than a six-month period. The member remains responsible for dues during such leave. *(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article 10, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)*

Article XII

Finances

Section 1 – Prior to the beginning of each fiscal year the Treasurer and President Elect shall prepare a budget of estimated income and expenditures for the year to be approved by the Board, 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 designated by the Board.

Section 3 – All bills shall be paid from the general account; signed by one Club Officer. All disbursements from the Club accounts shall require one signature by an authorized signatory. The Club Officers designated for check signing are the President, President Elect, Past President, President Nominee, and Treasurer. It shall be the responsibility of the Treasurer to maintain custody and control of each of the Club accounts and checkbooks and to prepare each check that is subsequently signed by an authorized signatory.

Section 4 – All donations and/or gifts awarded by the Club shall be evaluated and recommended by the Community Service committee and approved by the Board. Preference will be given to 501(c)(3) qualified entities.

Section 5 – Up to 40% of the net income derived from the Club's fund-raising event(s) shall be dedicated to the Cross Timbers Rotary Foundation. Up to 50% of the net income derived from the Club's fund-raising event(s) shall be dedicated to the Cross Timbers Rotary Club's Designated Projects and Grants. A minimum of five percent (5%) of the net income derived from the Club's fund-raising event(s) shall be dedicated to the Rotary International Foundation. A minimum of five percent (5%) of the net income derived from the Club's fund-raising event(s) shall be dedicated to the Cross Timbers Rotary Unrestricted Fund. The Board shall have the discretion, in any fiscal year, to designate a specific charity or charities to receive the net proceeds from a non-primary fund-raising event.

Section 6 – A thorough review of all financial transactions shall be conducted each year by a committee appointed by the President.

Section 7 – The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided four quarterly periods. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year based on the membership of the Club on those dates.

Section 8 – All monies raised through Club events are primarily to be used for donations and gifts pursuant to Article XII, Section 4. However, at the discretion of the Board, such monies may be allocated to the operations account if needed.

Article XIII

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 or membership Committee Chair. 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 7 days of its submission to the Board, and shall notify the prospective member, through the Club Secretary or Membership Chair, 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 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 – If any proposed member's application is declined during any phase of the approval process any future application by such a proposed member shall be automatically barred for a period of twenty-four

months and may not be considered by the Board. Thereafter, any such proposed member may reapply to begin the approval process.

Section 7 – 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 8 – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Section 9 – Members may be removed from the Club in accordance with Rotary International Guidelines for such removal.

Article XIV 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.

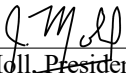
Article XV Order of Business

Meeting called to order.
Invocation and Pledge.
Introduction of visiting Rotarians and special guests.
Vocational Minute.
Rotary Minute.
Rotary announcements, committee reports if necessary and sharing of relevant outside communications.
Old Business.
New Business.
Happy Jar.
Address or other program features.
Benediction.
Four Way Test.
Adjournment.


Article XVI Amendments

These bylaws may be amended 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 or emailed to each member at least ten (10) days before such meeting. Amendments or additions to these bylaws should be in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

These bylaws have been approved by of vote of the majority of the members as required herein effective as of the 2nd day of December, 2022.



Jim Moll, President



Tracee Elrod, Secretary