BY-LAWS
MCALLEN EVENING ROTARY CLUB
ADOPTED MARCH 1, 2017 AND UPDATED ON JULY 17, 2019

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Chair: A member of this club responsible for designated committee.
3. Bylaws: The bylaws of this club
4. Member: A member, other than an honorary member, of this club.
5. Quorum: One-third of the club membership for club decisions, and a majority for the board decisions.
6. RI: Rotary International.
7. Year: The 12-month period that begins on July 1 and ends on June 30.

Article 2 Name

The name of this organization shall be Rotary Club of McAllen Evening, Texas, USA referred to as McAllen Evening Rotary.

Article 3 Meetings

Section 1 - The regular meetings of this club are held on the 1st and 3rd Wednesdays of the month at 6:00 p.m. at Embassy Suites Convention Center, 800 Convention Center Blvd., McAllen, TX., 78501.

a. *Change of Meeting.* For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

b. *Cancellation.* The Board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including, a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The Board may cancel not more than four regular meeting in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

Section 2 - The 2nd Wednesday will be recognized as a social event which will be used as a meet & greet and/or new member prospecting/recruiting at location to be presented by the Social Event Director but club expenditures will be voted and approved by the board. The set day for service projects will be determined by the needs of the project and will be set aside with reasonable notice. Note: any FIFTH Wednesdays activities in any month will be determined by the President in consultation with the Board.

Section 3 – Board meetings are held the 4th Wednesday of the month at 6:00 p.m. at American Red Cross, 709 S Broadway St., McAllen, TX., 78501. Special meetings of the Board are called with two days' notice by the President or by two board members or emergency called meeting by quorum of the board. If necessary, the board meetings may be rescheduled with reasonable notice and in consultation with the board.

Section 4 – An annual meeting of this club shall be held no later than the 2nd Wednesday of December to elect the Board positions as outlined in Article 6 who will serve for the next Rotary year.

Article 4 Board

The governing body of this club is the Board consisting of thirteen (13) members of this club, namely, six officers - the President, President-Elect (or President-Nominee, if no successor has been elected), Immediate Past President (subsequent to the first year of the club's existence), Treasurer, Secretary and Foundation Chair – and the governing board of directors – Sergeant at Arms, Membership Director, Youth Services Director, Social Events Director, Service Projects Director, Program Director and Public Image for which will be elected in accordance with Article 7, Section 3 of these Bylaws.

Section A) In the event that membership should fall below 15 members, the governing body of this club shall be reduced to a board consisting of six (6) members of this club until membership has been increased and stabilized for 8 weeks. The board positions that remain will be the six officers - the President, President-Elect (or President-Nominee, if no successor has been elected), Immediate Past President (subsequent to the first year of the club's existence), Treasurer, Secretary and Foundation Chair - for which will be elected in accordance with Article 5, Section 2 of these Bylaws.

Article 5 Elections and Terms of Office

Section 1 – On the designated date on or before the 2nd Wednesday of December, the incoming President will present a slate of his/her preferred Board member candidates. At this time, all active members nominate candidates for President, President-Elect, Secretary, Treasurer, Foundation Chair and any director positions.

Section 2 – Voting will take place by secret ballot of members physically present. The candidate who receives a majority of the votes from participating members for each office, given that quorum of the club was met, is declared elected to that office.

A) Voting by proxy: A member may designate their vote on a member present with written authorization.

Section 3 – If any officer or Board member, officer-elect or director-elect vacates his or her position, the remaining members of the Board will appoint a replacement.

Section 4 – Terms of office for each role.

a) President: Serves 1 year
b) President Elect: Serves 1 year and is subsequently President in the following year.
c) Past President: Serves 1 year subsequent to having served as President the previous year.
d) Foundation Chair: 1 year, no longer than 3
e) Treasurer: serves 1 year, no longer than 3
f) Secretary: serves 1 year, no longer than 3

Section 5 – Any elected officer has the right to resign at any time; however, the board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Article 6 Duties of the Officers and Chairs

Section 1 – The officers of this board shall be the President, President-Elect, Past President, Treasurer, Secretary, and Foundation.

Section 2 – President. The President shall preside at club and board meetings.

a) President will assist with creating a vision for the club following RI guidelines, will develop a business plan, calendar, and set goals with majority vote approval of the board.
b) Shall be a positive and motivational leader of this club
c) Shall have such further duties and responsibilities as assigned by the board.

Section 3 – Immediate Past President. The Immediate Past President shall serve as director for this club. May also be appointed further duties and responsibilities as assigned by the board.

Section 4 – President-Elect. The President-Elect prepares for his/her year in office and serves as a director of this club. May also be appointed further duties and responsibilities as assigned by the board.

Section 5 – Secretary. The Secretary shall keep membership attendance records, maintain calendar, send out notices of club, board and committee meetings; record and preserve the minutes of such meetings.

a) Shall record regular, special, annual, board, committee meetings for purposes of accuracy in minutes.
b) report as required to RI including but not limited to the semiannual reports of membership on January 1st and July 1st of each year;
c) Provide prorated reports on October 1st and April 1st of each active member who has been elected to membership in the club start of July or January; semiannual reporting period,
d) Provide report changes in membership;
e) documents of the club to be available 15 days as of the last meeting;
f) Shall collect and remit RI official magazine subscriptions and perform other duties as usually pertain to the office of secretary and or assigned by the board.

Section 6 – Treasurer. The Treasurer shall oversee all funds and confer with the secretary regarding the management of this club's finances.

a) The treasurer shall make appropriate reports to the board and shall also make a report to the annual convention.
b) File appropriate tax documentation, provide monthly, fundraising, and expense reports.
c) The treasurer shall have only such duties and powers as arise from membership on the board but may be assigned further duties by the board.
d) Upon retirement from office, the treasurer shall turn over all documents to the incoming treasurer or to the President, including but not limited to all funds, books of accounts, or any other club property.

Section 7 – Foundation. Assists entire board when is needed with administrative tasks pertaining but not limited to:

a) Foundation research and accuracy.
b) Grants available for domestic, international, and youth projects.
c) Ensure that the club meets the Presidential Citation.
d) Keep track of the amount that members give back to the foundation.
e) Ensure that fundraisers are aligned with RI's six areas of focus and five avenues of service.

Directors/Chairs

Section 8 – Sergeant at Arms. The duties of the sergeant at arms shall be to maintain order in club meetings and If other members or meeting attendees are disruptive, the sergeant may warn them and, in extreme cases, eject them from the meeting. The role may involve some administrative tasks such as collecting ballots, tallying votes and recording attendance. May perform other duties as assigned by the board.
Section 9 – Membership. Facilitates application of new members, organizes proper training material for new and existing members, maintains record of membership, and works directly with Secretary for record keeping.
Section 10 – Service Project. Required to confer with the Foundation chair and Treasurer to schedule monthly service projects as approved by the Board and reports back to Secretary for attendance with the projects.
Section 11 – Public Image. Administrator of all media outlets, therefore, expanding our outreach, assists Social Events Director for marketing of events and service projects, assist with membership attraction by maintaining consistent feed on club websites.
Section 12 - Social Events. Organizes social events as approved by the Board and report attendance back to Secretary. May assist with further tasks as approved by the board.
Section 13 – Programs. Schedules speakers for club meetings per RI Guidelines.
Section 14 - Youth Programs. Oversees all activity, programs, administration, and facilitates transition of Early Act First Knight (E.A.K), Interact, Rotaract, and Youth Exchange programs.

Article 7 Fees and Dues
Section 1 - Upon having membership approved by the board, member is required to pay the $200 annual membership dues. Options of payment plan will be further discussed and/or arranged with Treasurer and Membership Director, payable semiannually on the 1st of July and 1st of January.
Section 2 – The $200 Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of $200. Membership dues shall be payable in accordance with the policies of the club as established by the Board. This amount may be adjusted by majority board approval.
Section 3 – Consideration of reduction in fees due to hardship will be discussed and resolution will be provided by the Board, given that member experiencing hardship has provided proof of hardship before Board. Final arrangements will be facilitated to the member by the Treasurer.
Section 4 – Meeting fees. Member may choose to prepay meeting fees as approved by treasurer or board or shall pay $5 for meetings for self and each personal additional guest, if applicable.
Section 5 – Special and Annual meeting fees will be determined and approved by the board.
Section 6 – Members are required to participate in fundraiser and ticket sales. The board will determine responsibility of membership to pay for fundraiser and ticket sales per project and will provide reasonable notice per event.

Article 8 Method of Voting
The business of this club is conducted by verbal expression except for the election of officers and directors, which is conducted by ballot. The board may provide a ballot for vote to members physically present on a specific resolution. Voting can be conducted through email with three days advanced notice of item.

Article 9 Committees
Section 1 – Club committees coordinate their efforts in order to achieve the club's annual and long-range goals.

a) The President, President Elect, Foundation Chair, Secretary and Treasurer should work together to ensure continuity of leadership and succession planning.
b) Committee members should be appointed, by the board, to the same committee for three years to ensure consistency
c) The board shall appoint special task committees of 3 or more members to special activities or tasks the club needs to accomplish.
d) The board may also fill vacancies, appoint committee chairs and conduct planned meetings for committees.
e) Each committee chair shall be responsible for committee meetings, appointment and coordination of the work, and shall report to the board on all committee activities.
f) The following sections outlined within Article 9 Section 2 to 7 shall outline but is not limited to committees of this club.

Section 2 – *Membership and Public Image*. This committee should develop and implement a comprehensive plan for the recruitment and retention of members and develop/implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
Section 3 – *Club Administration*. This committee should conduct activities associated with the effective operation of the club.
Section 4 – *Service Projects*. This committee should develop and implement educational, humanitarian and vocational projects that address the needs of vocational service, international service or of this community.
Section 5 – *The Rotary Foundation & International Service*. This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee should also develop and implement educational, humanitarian and vocational projects that address the needs of communities in other countries including youth programs and projects.
Section 6 – *Fundraising Committee*. This committee should develop and implement community fundraising projects to maximize the club's ability to fulfill the Service Projects and International Service Committee mandates.
Section 7 – *Youth Service*. This Committee should develop positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.
Section 8 – *Duties of Committees*. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year to be implemented during the course of the incoming year.
Section 9 – It shall be the primary responsibility of the board of directors to provide the necessary leadership to for committees and to give to President Elect for documentation and presentation. 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. **See RI Constitution.**
Article 10 Membership
Section 1 — General Qualifications. This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.
Section 2 — Kinds. This club shall have three kinds of membership, namely: active, honorary, and corporate.
Section 3 — *Active Membership*. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.
Section 4 — *Satellite Club Membership*. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.
Section 5 — *Dual Membership*. No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

Section 6 — *Honorary Membership*.

a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.

b) Rights and Privileges. Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 — Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 — Rotary International Employment. This club may retain in its membership any member employed by RI.

Section 9 - Duration of membership refer to Article 15 of the Standard Rotary Club Constitution.

Section 10 – Arbitration and Mediation refer to Article 15 of the Standard Rotary Club Constitution.

Section 11- Unpaid Dues can lead to the termination of membership.

Section 12- Each member is encouraged to attend the club's weekly 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 board approved online participation. With these numerous options available to members, it is expected that members will attend <u>and</u> actively participate. Failure to do so will result in the Secretary's recommendation of termination to the Board.

Article 11 Method of Electing Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. A potential member may also ask to join the club.

Section 2 – The candidate for membership shall submit a membership application to the Membership Director or Secretary.

Section 3 — The Board shall ensure that the candidate meets all of Rotary's membership requirements. Potential members, prior to approval by the Board, shall attend at least two meetings of the club.

Section 4 — The Board shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution, therefore, the board shall approve or reject the application within 30 days and shall notify the prospective member of its decision.

Section 5 — 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.

Section 6 — If no member of the club submits a written objection including reasons for the objection to the Board within seven days after the club is notified of the prospective member, that person, upon payment of dues (in agreement with the treasurer) shall become a member of this club.

Section 7 – Following the election, the President and Membership Director shall arrange for the new member's induction, membership pin, and new member Rotary literature. In addition, the President or Secretary will report the new member's assimilation to the club as well as assign the new member to a club committee.

Section 8 — The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members (non- voting members) proposed by the Board.

Article 12 Finances

Section 1 — Prior to each fiscal year, the board shall prepare an annual budget of estimated income and expenditures for the year 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 club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects or any other specific goal account.

Section 3 — Bills are paid by the treasurer or another authorized officer only when approved by at least two authorized officers or directors. Only two board members may have signing authority.
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 club members.
Section 6 — The fiscal year is from July 1 to June 30 from which collection of membership dues shall be divided into two semiannual periods extending from July 1st to December 31st and from January 1st to June 30th. The payment per capita dues and RI official magazine subscriptions shall be made on July 1st and January 1st of each year based on the membership of the club on those dates.

Article 13 Resolutions
The club shall not consider any resolution or motion to commit the club financial or on any matter until the board has considered and approved it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board following discussion on the said issue.

Article 14 Order of Business
Meeting called to order, open with a prayer, pledge and 4-way Test. Introduction of visiting guests and Rotarians. Correspondence, announcements, and Rotary Information. Secretary, Treasurer, and committee reports. Any unfinished business, any new business. Address or other program feature(s), adjournment.

Article 15 Amendments
These Bylaws may be amended during any regular membership meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.