

## **Bylaws of the Rotary Club of Round Rock Sunrise**

### 1. Definitions

- 1.1. **Club:** The entity known as the Rotary Club of Round Rock Sunrise.
- 1.2. **Board:** The Board of Directors of this Club, unless otherwise qualified.
- 1.3. **Director:** A member of this Club's Board of Directors.
- 1.4. **Member:** A member, other than an honorary member, of this Club.
- 1.5. **RI:** Rotary International.
- 1.6. **Year:** The twelve-month period that commences on 1 July.

### 2. Board

- 2.1. The governing body of this Club shall be the Board consisting of the president, immediate past president, president-elect, president-nominee, secretary, and treasurer.
- 2.2. In the event that the Club hosts a Satellite Club, the additional role of chair will also be included.
- 2.3. At the discretion of the Board, also added can be Directors elected in accordance with Section 3.1 of these bylaws, the number of which shall be determined at the discretion of the Board (the "Directors At-Large").

### 3. Election of Directors and Officers, and Terms of Office

- 3.1. 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 (if no successor has been elected), president-elect, secretary, treasurer, chair (if applicable) and Directors At-Large.
  - 3.1.1. 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 use a nominating committee, such committee shall be appointed as the Club may determine.
  - 3.1.2. The nominations duly made shall be placed on a ballot in last name alphabetical order under each office and shall be voted for at the annual meeting.
  - 3.1.3. Candidates for the Club officers who are unopposed or receiving a majority of the votes, cast by a minimum of two thirds of the total membership, shall be declared elected to their respective offices.

- 3.1.4. Candidates for Director At-Large who are unopposed or receiving a majority of the votes, cast by a minimum of two thirds of the total membership, shall be declared elected as directors.
- 3.1.5. The candidate for president-elect in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of the new Year following the election, and shall serve as an officer during that year. On 1 July immediately following that Year, the president-elect shall assume office as president.
- 3.1.6. The terms of office for all officers and directors is one year beginning the first day of the Year following the election.
- 3.1.7. A vacancy in the Board or any office, including an office-elect shall be filled by action of the remaining Directors.
- 3.1.8. Qualifications. Each officer and Director shall be a Member in good standing of this Club. A candidate for the office of president shall have served as a Member of this Club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement.

#### 4. Duties of Officers

- 4.1. **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 pertain to the office of president.
  - 4.1.1. In the event that the Board determines that the president is no longer able to perform their duties, the immediate past president will assume the role of president, until such time that the Board determines that the president-elect can assume the role of president.
- 4.2. **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.
- 4.3. **President-elect:** It shall be the duty of the president-elect to serve as a Director and to perform such other duties as may be prescribed by the president or the Board.
- 4.4. **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, which shall include 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; and perform other duties as usually pertain to the office of secretary.

- 4.5. **Treasurer:** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other Club property.
- 4.6. **Chair:** In the event that the Club hosts a Satellite Club, the duty of the chair is to provide a conduit between the host club and the satellite club, to ensure all Members are represented in all aspects of the Club's operation.

## 5. Meetings

- 5.1. **Annual Meeting:** An annual meeting of this Club shall be held on the first Club meeting in December in each year, at which time the election of officers and Directors to serve for the ensuing year shall take place.
- 5.2. **Regular Meeting:** The regular meetings of this Club shall be convened on the day and time specified in Club's entry in the RI club directory, based on a monthly schedule determined by the Board.
  - 5.2.1. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club.
  - 5.2.2. Ongoing changes to the regular meetings, once approved by the Board, are to be reflected in the Club's entry in the RI club directory, by the Secretary, prior to the next regular meeting.
- 5.3. **Quorum:** One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.
- 5.4. **Board Meeting:** Regular meetings of the Board shall be convened monthly at such time as may be designated by the Board. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.
  - 5.4.1. A majority of the Directors shall constitute a quorum of the Board.
  - 5.4.2. All Board Meetings are open for any Member to attend.
  - 5.4.3. The Board may elect to conduct the Board Meeting during a Regular Meeting.
- 5.5. **Meeting Format:** Any meeting can be conducted in person at a venue determined by the Board and/or via an electronic medium (e.g., Zoom).
- 5.6. **Social Event:** A social event will be organized on a quarterly basis.

## 6. Fees and Dues

- 6.1. The membership dues shall be \$ 180.00 per annum, payable quarterly, with the understanding that a portion of each semiannual payment shall be applied to each Member's subscription to the RI official magazine. Membership dues shall be payable in accordance with the policies of the Club as established by the Board.
- 6.2. Members will also be asked to voluntarily contribute an optional \$ 120.00 per annum, payable quarterly, "enrichment fee", which will be used to support additional Club operations and programs as determined by the Board.
- 6.3. If at any time a Member is facing financial hardship, they may submit a written application to the Board, setting forth sufficient cause why they may be excused from the payment of any fees and dues, for a period of up to twelve months. If approved:
  - 6.3.1. At the conclusion of the determined period, a new application can be submitted if the Member's circumstances remain unchanged.
  - 6.3.2. Fees and dues that would normally be incurred, will be subsidized by the Club, while allowing the Member to continue serving the Club and community in all other aspects.

## 7. Method of Voting

- 7.1. Only Members of the Club may participate in the voting process.
  - 7.1.1. Rotarians visiting from other clubs may not participate in the voting process, but are encouraged to provide input prior to the vote being conducted.
  - 7.1.2. Members visiting other Rotary Clubs are not permitted to vote on matters under consideration by any other club.
- 7.2. The normal business of this Club shall be transacted by vocal assent or by any electronic method approved by the Board (e.g. email). The Board may determine that a specific resolution be considered by ballot rather than by vocal assent.
- 7.3. The election of officers and Directors, shall be by ballot or by any electronic method approved by the Board (e.g. email). The Board may determine the election of officers may be conducted by vocal assent voting.
- 7.4. For any vote, whereby a ballot will be used (in full or in part) to determine the outcome, all Members will be provided notice in advance and instructed on the method by which they can register their vote using the determined electronic method (e.g., email).
- 7.5. Members submitting their vote by both ballot and the determined electronic method will only have their ballot submission recognized by the Board.
- 7.6. In the event the determined electronic method allows multiple submissions, only the first submission will be recognized by the Board.

## 8. Communications

- 8.1. Unless otherwise determined by the Board, all official communications described herein will be conducted using electronic mail (email).
- 8.2. While the Board will make every effort to ensure receipt of such email communications by the Members, using their registered email address, the Board does not accept any responsibility for any email delivery failures that may occur.

## 9. Satellite Club

- 9.1. **Formation:** When it is the interests to better serve our community, the Board may elect to create a secondary operating structure, known as a Satellite Club, in accordance with the guidelines established by RI. In such cases the term host club may be used to distinguish between this Club and the satellite club entities.
- 9.2. **Satellite Club Board:** The satellite club will be managed by its its own board, consisting of the offices of chair, chair-elect, and secretary.
  - 9.2.1. At the discretion of the satellite club board, also added can be directors elected in accordance the satellite club bylaws, the number of which shall be determined at the discretion of the satellite club board (the “Directors At-Large”). No other reference to the satellite club board is contained herein.
- 9.3. **Membership:** The satellite club will not have any members of its own, but will operate with a subset of members of the host club who choose to adopt the alternative structure afforded by the satellite club. Unless otherwise determined by the Board, Members do not need to specify their affiliation, and can freely move between each entity. New Members inducted into the Club are free to choose which entity they wish to adopt.
- 9.4. **Bylaws:** The operations of the satellite club will be determined by bylaws established for the satellite club by the Board. In the event that the bylaws of the satellite club conflict with the bylaws specified herein, the bylaws of the satellite club are deemed to take precedence for any operations related to the satellite club. Any amendments to the satellite club bylaws must be approved in accordance with Section 19 of these bylaws.
- 9.5. **Termination:** In the event that it becomes apparent that the satellite club is no longer able to meet the requirements of RI or serve the community in a meaningful way, the Board may nominate to terminate the satellite club charter.
  - 9.5.1. If approved by the Board of the host club, the final outcome will be determined by ballot as outlined in Section 7, requiring support from a minimum of two-thirds of the total membership.

## 10. Avenues of Service

- 10.1. The 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. Members of this Club will be active in each of the Avenues of Service.

## 11. Committees

- 11.1. Club committees are charged with carrying out the annual and long-range strategic goals of the Club. The president-elect, president, and immediate past president 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. The president-elect is responsible for appointing committee Members to fill vacancies, appointing committee leaders, and conducting planning meetings prior to the start of the year in office. It is recommended that the leader have previous experience as a Member of the committee. Standing committees should be appointed as follows:
  - 11.1.1. **Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
  - 11.1.2. **Public Relations:** 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.
  - 11.1.3. **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.
  - 11.1.4. **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- 11.2. Additional ad hoc committees may be appointed as needed.
- 11.3. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- 11.4. 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 any action until a report has been made and approved by the Board.
- 11.5. Each leader 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.

## 12. Duties of Committees

- 12.1. The duties of all committees shall be established and reviewed by the president for their year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.
- 12.2. 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.

## 13. Leave of Absence

- 13.1. Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from any activities or events that the Club has made a commitment to, including attendance of meetings, for no longer than twelve months. The Member may also request to be excluded from fees and dues as set forth in Section 6.3.
- 13.2. Participation in any activity or event the Club has made a commitment to, including attendance of a meeting, will be deemed to be the end of the period of the leave of absence.

## 14. Finances

- 14.1. Prior to the beginning of each fiscal year, the Board shall either adopt the budget the current year or prepare a revised budget of estimated income and expenditures for the coming 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.
- 14.2. The treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be divided into two separate accounts: Club operations and Charity. In the event that the Club also hosts a registered Foundation, such as a 501(c)(3), then an additional account shall be maintained for the Foundation.
- 14.3. All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or Directors.
- 14.4. A thorough review of all financial transactions by a qualified person shall be made once each year.
- 14.5. Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

- 14.6. The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of Members' dues shall be divided into four (4) quarterly periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March, and from 1 April to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.
- 14.7. In the event that the Club hosts a Satellite Club, the accounting records for any transactions should clearly delineate whether the funds relate to the Satellite or Host club.

## 15. Method of Electing Members

- 15.1. The name of a prospective member, proposed by an active Member of the Club, shall be submitted to the Board in writing, along with a membership application for such prospective member (the "Proposal") through the Club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The Proposal shall be kept confidential except as otherwise provided in this procedure.
- 15.2. Upon determining that the Proposal meets all the classification and membership requirements of the standard Rotary club constitution, the Board shall publish information regarding the prospective member to the Members. The Members shall have seven (7) days to file written objections to the prospective member with the President or Secretary. If no objection has been filed, the Board may approve the Proposal by written consent. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. In all cases the term written is to include either the physical medium or an electronic communication.
- 15.3. The Board shall approve or disapprove the Proposal within 30 days of its submission and shall notify the prospective member, through the Club secretary, of its decision.
- 15.4. If the decision of the Board is favorable, upon payment of the admission fee (if not honorary membership or meeting other exceptions provided by the standard Rotary club constitution), as prescribed in these bylaws, the prospective member shall be considered to be elected to membership.
- 15.5. 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.
- 15.6. The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.



## 16. Method of Terminating Members

- 16.1. **Resignation:** A Member, in good standing, may resign from the Club for any reason and at any time by submitting written notice to the President or Secretary. The Member will be responsible for any financial commitment the Club had previously made on the assumption of their continued membership, which the Club is unable to mitigate via other means.
- 16.2. **For cause:** In the event that a Member is determined to be acting contrary to the principles of RI or is otherwise not in good standing with the Club, the Board can elect to terminate a Member for cause. Notification of the Board's decision will be communicated to the Member, through the Club secretary, within 30 days of the decision being made. The Board may, at its discretion, choose to work with the Member to address any concerns before resorting to terminating their membership.

## 17. Resolutions

- 17.1. 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.

## 18. Order of Business

- 18.1. Meeting called to order.
- 18.2. Introduction of visitors.
- 18.3. (Optional) Lighthearted segment.
- 18.4. Club business (as applicable)
  - 18.4.1. Correspondence, announcements, and Rotary information.
  - 18.4.2. Committee reports.
  - 18.4.3. Any unfinished business.
  - 18.4.4. Any new business.
- 18.5. Address or other program features.
- 18.6. Adjournment.

## 19. Amendments

- 19.1. These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all Members, provided that notice of such proposed amendment shall have communicated, as outlined herein, to each Member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the RI constitution and bylaws, and the Rotary Code of Policies.

**Bylaws of the  
Rotary Satellite Club of Round Rock Sunrise**

1. Definitions

- 1.1. **Club:** The entity known as the Rotary Satellite Club of Round Rock Sunrise.
- 1.2. **Host Club:** The entity known as the Rotary Club of Round Rock Sunrise.
- 1.3. **Board:** The Board of Directors of this Club.
- 1.4. **Director:** A member of this Club's Board of Directors.
- 1.5. **Member:** A member, other than an honorary member, of the Host Club.
- 1.6. **RI:** Rotary International.
- 1.7. **Year:** The twelve-month period that commences on 1 July.

2. Precedence of Bylaws

- 2.1. Unless otherwise described herein, the bylaws of the Host Club will apply.

3. Board

- 3.1. The governing body of this Club shall be the Board consisting of the chair, immediate past chair, chair-elect, and secretary.
- 3.2. At the discretion of the Board, also added can be Directors elected in accordance with Section 4.1 of these bylaws, the number of which shall be determined at the discretion of the Board (the "Directors At-Large").

4. Election of Directors and Officers, and Terms of Office

- 4.1. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by those Members of the Host Club for chair-elect, secretary, and Directors At-Large.
- 4.2. The candidate for chair-elect in such balloting shall be the chair-nominee. The chair-nominee shall take the title of chair-elect on the first day of the new Year following the election, and shall serve as an officer during that year. On 1 July immediately following that Year, the chair-elect shall assume office as chair.

5. Duties of Officers

- 5.1. **Chair:** It shall be the duty of the chair to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of chair, including acting as a conduit between the host club and the satellite club, to ensure all Members are represented in all aspects of the Club's operation.

- 5.1.1. In the event that the Board determines that the chair is no longer able to perform their duties, the immediate past chair will assume the role of chair, until such time that the Board determines that the chair-elect can assume the role of chair.
- 5.2. **Immediate Past Chair:** It shall be the duty of the immediate past chair to serve as a Director and to perform such other duties as may be prescribed by the chair or the Board.
- 5.3. **Chair-elect:** It shall be the duty of the president-elect to serve as a Director and to perform such other duties as may be prescribed by the president or the Board.
- 5.4. **Secretary:** It shall be the duty of the secretary to work with the Host Club secretary to keep records; record attendance at meetings; send out notices of Club, Board, and committee meetings; record and preserve the minutes of such meetings; and perform other duties as usually pertain to the office of secretary.

## 6. Meetings

- 6.1. **Regular Meeting:** The regular meetings of this Club shall be convened on the day and time specified in Club's entry in the RI club directory, based on a monthly schedule determined by the Board.
  - 6.1.1. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club.
  - 6.1.2. Ongoing changes to the regular meetings, once approved by the Board, are to be reflected in the Club's entry in the RI club directory, by the Secretary, prior to the next regular meeting.
- 6.2. **Quorum:** One-third of the Members, that regularly attend the Club meetings, shall constitute a quorum at the annual and regular meetings of this Club.
- 6.3. **Board Meeting:** Regular meetings of the Board shall be convened monthly at such time as may be designated by the Board. Special meetings of the Board shall be called by the chair, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

## 7. Service

- 7.1. Members normally attending the meetings of this Club are expected to perform 40 hours of service per year.