

ROTARY CLUB OF PFLUGERVILLE BY-LAWS

ARTICLE I

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Approximately one month prior to the annual meeting for election of officers, the President shall appoint a nominating committee to be composed of three (3) to five (5) members who shall meet and select names of members to be submitted at such annual meeting for nominations for Officers and shall prepare or have prepared a ballot containing the names of such nominees ready for the annual meeting. In addition, on the date of the annual meeting, nominations may be made from the floor and the names of those nominated from the floor shall be added to the ballot.

Section 2. The Officers who serve as Directors shall meet after the annual meeting and shall elect up to 3 additional directors including the Past President who shall serve as a Director. These Directors shall assume office on the 1st day of July. Thus the Board shall be comprised of the following: The Past President, President, President Elect, Secretary, Treasurer, Sergeant at arms, plus three at-large 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 of Directors.

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.

Section 5. It is strongly recommended that the President shall not serve consecutive terms in this office except for rare and unusual circumstances. Nor should any officer serve more than two consecutive terms in any office. Only with the approval of the Board will anyone serve more than one term.

Section 6. At the option of the Board of Directors, the offices of Secretary and Treasurer may be combined.

ARTICLE II

BOARD OF DIRECTORS

The governing body of this Club shall be the Board of Directors consisting of up to nine (9) members including the Immediate Past President of the Club, three Directors at-large to be elected each year in accordance with the Article I, Section 2 of these By-Laws, for a term of one year.

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 and to perform such other duties as ordinarily pertaining to this office.

Section 2. President-Elect. It shall be the duty of the President-Elect to attend the P.E.T.S. Conference as directed by the Board approximately four months prior to the official start of the term in office. During the term of office, the President-Elect shall study the operation of the Club and develop plans and objectives that, with approval of the Board of Directors, will become the action plan for that person's year as President of the Club. The President-Elect shall be a member of the Board of Directors, preside at meetings of the Club and Board in the absence of the President and shall perform other such duties as may be prescribed by the President.

Section 3. Secretary. It shall be the duty of the Secretary to maintain the records of the Club meetings, Board and committees, preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International in January and July 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 immediately following the last meeting of the month, collect and remit to Rotary International, subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to this office.

Section 4. 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 this office. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other Club property in their possession.

Section 5. Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board. These duties may include assistance in preparing the facilities for the weekly meeting, as well as maintaining an orderly meeting. The Sergeant-at-Arms may also assess fines as instructed by the Board of Directors.

ARTICLE IV

ANNUAL MEETING

Section 1. The annual meeting of this Club shall be held before March of each year, at which time the election of Directors shall take place. In the event of a conflict, the President can reschedule this meeting.

Section 2. Regular weekly meetings shall be held. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members except an honorary member (or member excused by the Board of Directors of this Club pursuant to Article VII, Section 3 of the standard Rotary Club Constitution) in good standing in this Club, on the day of the regular meeting, must be counted present or absent, and attendance must be evidenced by the members 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. The Board of Directors may vote on any exceptions. Make up meeting shall be recorded by the Secretary.

Section 3. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. There shall be regular monthly meetings of the Board of Directors. Meetings of the Board shall be called by the President for the consideration and transaction of Club business. Upon request of two members of the Board, due notice having been given, or upon request of five members of the Club a special meeting of the Board will be held.

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

ARTICLE V

FEES AND DUES

Section 1. The membership dues shall be determined by the Board and paid annually on the first day of July. The appropriate membership dues to Rotary International and the District shall be payable annually in July.

Section 2. All fees, dues, assessments, and statements for meals shall be payable upon presentation of statement and any member who fails to pay any fees, dues, assessments or other indebtedness to the Club within (10) days after the presentation of the second statement therefore shall forfeit their membership and shall be automatically dropped from the rolls of the Club.

ARTICLE VI

METHOD OF VOTING

The business of this Club shall be transacted by voice vote except the election of Directors, which shall be by ballot.

ARTICLE VII

COMMITTEES

Section 1. (a) The President shall, subject to the approval of the Board, appoint committees as he/she deems necessary to organize and oversee the activities of the club. Such committees could include club service, international service, vocational service and community service.

(b) Where feasible and practical in the appointment of Club Committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(c) The President shall be an ex-officio member of all Committees and, as such, shall have all the privileges of membership thereon.

(d) Each Committee shall transact business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President of the Board. The Board shall pre-approve the budget and guidelines for each committee and or event.

ARTICLE VIII

DUTIES AND COMMITTEES

The following committees shall be appointed by the President with the approval of the Board of Directors

Section 1. Club Service shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club service. The Chairperson of the Club Service shall be responsible for regular meetings and shall report to the Board on all Club Service duties.

(a) **Membership Committee** shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board.

(b) **Attendance Committee** shall devise means for encouraging attendance at all Rotary meetings – including attendance at District Conferences, Inter-City Meetings, Regional Conferences and International Conventions by all Club members. This Committee shall especially encourage attendance at meetings of this Club and attendance at meetings of other clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

Section 2. International Service shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The Chairperson shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 3. Vocational Service shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Chairperson shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

(a) **RYLA Committee.** The President shall appoint a RYLA Chairman. The Chairman shall, with Board approval select the RYLA Committee. The Board shall direct

the Committee on the number of RYLA participants to be granted for that year. The RYLA participants shall be students of the Pflugerville Independent School District. The results shall be reported to the Board prior to announcement to the Club.

(b) Scholarship Committee. The President shall appoint a Scholarship Chairman. The Chairman shall, with Board approval select the Scholarship Committee. The Board shall direct the Committee on the number and amount of scholarships to be granted for that year. The scholarships recipients shall be students of the Pflugerville Independent School District. The results shall be reported to the Board prior to announcement to the Club.

Section 4. Community Service Committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The Chairperson of this Committee shall be responsible for the community service activities of Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

ARTICLE IX

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 a specified length of time.

ARTICLE X

FINANCES

Section 1. The Treasurer shall deposit all funds of the Club in an appropriate bank to be named by the Board.

Section 2. All bills shall be paid by checks signed by two authorized signers. Authorized signers shall be designated by the Board. The Board will also determine how many signatures are required on the checking account. A financial review by a Certified Public Accountant or other qualified person may be made once each year of all the Club's financial transactions.

Section 3. The fiscal year of this Club shall extend from July 1st through June 30th of the following calendar year. The payment of per capita dues and magazine

subscriptions to Rotary International and District 5870 shall be made in July and January of each year on the basis of the membership of the Club on those dates as required by Rotary International.

Section 4. No remuneration of any kind shall be paid or allowed any Director, Officer, Committee Chairperson or Member of the Club for any duties performed for the Club.

Section 5. At the beginning of each fiscal year, the Board shall prepare or 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 ordered by action of the Board. All committees shall present a budget to be approved by the Board prior to the event.

ARTICLE XI

METHOD OF ELECTING MEMBERS

Section 1. The name of a prospective member, proposed by an active or honorary member of the Club, shall be submitted in writing to the Membership Committee. This application shall be presented with as much information as possible.

Section 2. The membership committee, upon receipt of the completed application, shall inform the general membership by email that the application has been received with the name and general information about the proposed member.

Section 3. If a member has any objection to the application, the reason should be communicated to the membership committee within five (5) days. If no objections are received, the Membership Committee will continue the process by meeting with the proposed member as soon as possible. If a written objection has been received, the application shall be discussed by the Board to take action at the next meeting.

Section 4. Once the decision has been made to move forward, the prospective member shall be informed of the purposes of the Rotary Club, privileges, responsibilities of membership and a general overview of Rotary and Rotary International. If the prospective member desires to continue with the application process, the application is then presented at the next Board meeting for approval.

Section 5. The Board shall approve or disapprove the proposal within a timely manner of its submission, and shall notify the Membership Committee who will in turn notify the proposer and the new member.

Section 6. Following such election, the President shall arrange for the new member's induction. The new member shall receive all Rotary material and shall be included in all lists and rosters.

ARTICLE XII

RESOLUTIONS

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

ARTICLE XIII

DISSOLUTION OF THE CLUB

The Club shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and, in the event of the dissolution of the Club, no part of said funds shall be distributed to the membership or directors. On dissolution of the Club, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined by the Internal Revenue Code Section 501c(3)(4) or (6) and selected by a majority vote of the Board of Directors.

ARTICLE XIV

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 delivered to each member at least ten (10) days before such meeting

NOTE: These By-Laws were reviewed, revised, updated and approved by the membership of the Rotary Club of Pflugerville on _____.