

**Bylaws of the  
Rotary Club of  
San Antonio Northwest**

**Proposed August 2016**

## **Article 1      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. Quorum:         One-third of the club Membership; a majority of voting Directors for the Board.
5. RI:                Rotary International.
6. Year:             The twelve-month period that begins on 1 July.

## **Article 2      Board of Directors**

The governing body of this club shall be the Board of Directors, consisting of at least six (6) Members of this club: the president, president-elect, vice-president, secretary, and treasurer, elected in accordance with Article 3 of these by-laws, the immediate past president (as defined in Article 4, Section 6), and one (1) representative from each satellite club of this club. Should the number of satellite clubs be even (including zero), the immediate past president will be a non-voting Director, but will otherwise have all rights, responsibilities, and privileges of a Directorship.

## **Article 3      Elections and Terms of Office**

### Section 1 – Nominating procedure

- A. A nominating committee consisting of the president-elect as chair, a past president, and one member-at-large shall be appointed no later than the first regular meeting in October.
- B. The nominating committee will report to the club a slate of officers at two (2) consecutive regular meetings at which a quorum is present, the first of which is in the month of November.
  - a. Nominations from the floor will be taken at the meetings when the nominating committee's slate is presented.

### Section 2 – The election of officers shall be conducted at the annual meeting of the club in December.

- A. If no office has more than one person nominated, the slate may be moved and voted on *via voce*.
- B. If more than one person shall be nominated for any office, the names shall be placed on a ballot in alphabetical order under that office and shall be voted for at the designated meeting.
  - a. The candidates receiving a majority of the votes shall be declared elected to their respective offices and shall serve for one year.

- b. The candidate for president receiving a majority of the votes shall serve as a Member of the Board as president-elect for the year and shall then assume office as president.

Section 3 – The officers, so elected, together with the currently serving president-elect and president (to become president and immediate past president respectively) shall constitute the Board of Directors-elect.

Section 4 – A vacancy in the Board of Directors shall be filled by action of the remaining Directors for the remainder of the Year.

Section 5 – A vacancy in the position of Director-elect shall be filled by action of the remaining Directors-elect.

Section 6 – A vacancy in the Office of President shall cause the president-elect to become Acting President. As soon as practicable thereafter, s/he shall call a special meeting of the Board to fill the vacancy in accordance with Section 4.

#### **Article 4      Duties of Officers**

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and Board, serve as Chief Executive Officer of the club, and be the spokesperson for the club and Board. The President shall set goals for the year representing accomplishments which will keep the club in good standing with Rotary International and the community, and elicit participation by the Members of San Antonio NW Rotary.

Section 2 – *President-Elect*. It shall be the duty of the president-elect to preside at meetings of the club and Board in the absence of the president, serve as a Director, prepare for their year in office, and 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 assist the President, attend meetings of the club and Board, and serve in the absence of the President and President-elect. The Vice-President shall assist the President and President-elect in the planning and execution of achieving Rotary International and District awards.

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, the Board and committees; record and preserve the minutes of such meetings; make the required reports to Rotary International; report changes in Membership to Rotary International; report attendance at the club to the District Governor or his/her designee as they shall require, and perform such other duties as usually pertain to the office of secretary.

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 to the Board at every regular Board meeting and to perform such other duties as pertain to his office. Club Treasurer is also responsible for

preparation and submission of tax returns as required by federal and state regulations. The Treasurer shall also be responsible for the billing and collection of annual dues of Members and shall be responsible for payments of club dues to Rotary International and the Rotary District in which the club is a member. Upon his/her retirement from office, s/he shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his/her possession.

*Section 6 – Immediate Past President.* The Immediate Past President shall be the Member who most recently served as President who is able to serve. S/he shall provide advice and counsel to the President and Board, and to perform such other duties as may be prescribed by the president or the Board.

## **Article 5        Meetings**

*Section 1 –* An annual meeting of this club shall be held during a regular weekly meeting in December, the Members having been given ten (10) days written notice, to elect officers to serve for the Year commencing on the first of July next following the annual meeting.

*Section 2 –* The regular weekly meeting of this club shall be held on Thursday at 12:00. 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 a Member excused pursuant to Article 12, 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 percent (60%) of the time devoted to the regular meeting, either at this club or at any other Rotary club. Attendance at club Board meetings, fundraising committee meetings, District meetings and other NW Rotary and Rotary International functions shall count the same for attendance as attending a regular meeting.

*Section 3 –* Regular meetings of the Board shall be held at least eight times per year, however, no more than nine weeks shall elapse between meetings. The president shall publish to the Members the dates of the Board meetings at the beginning of the Rotary year. To ensure a proper transition of Board administration, the final regular Board meeting of the year will be a joint assembly of both the current and incoming Boards. Special meetings of the Board shall be called by the president whenever deemed necessary, or upon request of two Directors, due notice having been given.

*Section 4 –* Board meetings and business may be handled electronically and ballots recorded electronically.

## **Article 6        Fees and Dues**

*Section 1 –* The admission fee shall be set/confirmed annually by the Board of Directors and will be paid before the applicant can qualify as a Member, except that a transferring or former Member shall not be required to pay a second admission fee.

Section 2 – The membership dues shall be set/confirmed annually by the Board of Directors. Dues are payable in accordance with the policies of the club as established by the Board.

#### **Article 7      Method of Voting**

The business of this club shall be transacted by *viva voce* except the election of officers and directors when more than one person is nominated for office, which shall be by written ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

#### **Article 8      Committees**

Section 1 — Club committees shall coordinate their efforts in order to achieve the club’s annual and long-range goals. The club should have the following committees:

- Club Administration
- Membership
- Public Relations
- Rotary Foundation
- Service Projects

Section 2 – Additional ad hoc committees may be appointed as needed.

Section 3 – The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 – Except where special authority is given by the Board, committees shall not take action until a report has been made to and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 6 – Each chair shall be responsible for regular meetings and activities of the committee, supervise and coordinate the work of the committee, and report to the Board on all committee activities.

#### **.Article 9      Finances**

Section 1 – Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures, which shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 2 – The treasurer shall deposit all funds of the club in financial institution(s) designated by the Board.

Section 3 – All bills shall be paid from the club bank account. Check writing authority will be given to the president, treasurer and one other officer. Check cards may be ordered as directed by the Board. The treasurer will control and maintain the check book.

Section 4 – Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club. Cost of the bond will be borne by the club.

Section 5 – The president shall ensure that an examination of the books and records of the club related to his/her term of office is completed no later than August 31 following their term.

Section 6 – The fiscal year of this club shall extend from July 1st to June 30th.

## **Article 10 Method of Electing Members**

### **Section 1 - Regular Members**

- A. The name of a prospective Member, proposed by two active Members of the club, shall be submitted to the Board in writing. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- B. The Board shall approve or reject the candidates' membership within 30 days and shall then notify the proposers and the Membership Chairman of its decision.
- C. If the decision of the Board is favorable, the prospective Member is invited to join the club, mentored by his/her proposers about Rotary, membership requirements and the ability of Rotary Education through attending the Rotary Leadership Institute. Prospective Member will be introduced to Treasurer who will go over the financial requirements of joining Club. On the day of approval by the Board the prospective member's name will be sent via Email to all members of the Club.
  - a. If no Member of the club submits a written objection including reasons for the objection to the Board within five (5) business days after the Members are notified of the prospective member, that person, upon payment of all fees as directed by the treasurer, is considered elected to membership.
  - b. If an objection has been filed with the Board, the club shall vote on this matter via Email. This vote shall remain open for a period of five (5) business days. Upon receiving a simple majority of affirmative votes and payment of all fees as directed by the treasurer, the prospective Member is considered elected to membership.
- D. The Member shall be formally inducted as a new Member at a regular meeting of the club.

Section 2 – Honorary Members. The club may elect honorary Members proposed by the Board.

## **Article 11 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 12      Amendments**

These by-laws 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 has been provided to each Member at least ten (10) 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.