

Bylaws of the Rotary Club of ABBEVILLE, LOUISIANA

Article I Definitions

1. Board: The club's board of directors.
2. Director: A member of the club's board of directors.
3. Member: A member of the club, other than an honorary member.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.
7. Vice President; Immediate Past President

ARTICLE 2 - Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

ARTICLE 3 - Elections and Terms of Office

Section 1 — One month before elections, members nominate candidates for president, vice president, president-elect, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role is one year.

Section 6 – The five (5) officers, so elected, shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 7 – The president shall appoint the program chair.

ARTICLE 4 - Duties of the 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 pertain to the office of president.

Section 2 — The immediate past president serves as a director on the club board.

Section 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.

Section 4 — *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 5 — A director attends club and board meetings.

Section 6 — *Secretary*- The secretary keeps membership and attendance records and to perform other duties as orderly pertain to the office of secretary including 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, and prorated reports on 1 October and 1 April of each active member who has 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 by the 5th day of the following month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 7 — *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.

Section 8 — *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.

ARTICLE 5 - Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: Wednesday at 12:00 noon; Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Section 4 – **Attendance; All members excepting an honorary member (or member excused pursuant to article 8, 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 fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 8, sections 1 and 2.

Section 5 - Three (3) members of the directors shall constitute a quorum of the board.

Section 6 - An affirmative vote of three (3) members of the directors is required for the passage of any matter under the Board's consideration.

ARTICLE - 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

ARTICLE - 8 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, and International Service. This club will be active in each of the five Avenues of Service.

ARTICLE 9 - Committees

Section 1 — The president is an *ex officio* member of all committees and, as such, has all the privileges of membership.

Section 2 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities

Section 3-- Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. 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 chairs and conducting planning meetings prior to the start of the 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:

3-(a) - Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members. This committee is charged with these functions; Classifications, Membership, Membership Development and Rotary Information. The President shall subject to the approval of the board, also appoint such committees on particular phases service as he may deem necessary.

3-(b) - Club 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.

3-(c) - Club Administration

This committee should conduct activities associated with the effective operation of the club. This committee is charged with these functions;

i. Attendance, Club Bulletin, Club Service, Fellowship Activities, Magazine and Program

ii. There shall be a Club Historian. He shall be charged with Club Records, History, Information and By-Laws Observance. He shall retain custody of the club records and maintain a club history and issue annually a club membership information booklet, and shall guide and remind the club in observing its by-laws. The Historian once appointed by the president, shall remain in office until his successor is named, continuity in this office being desirable. This Historian or the president may name members to serve with the historian, including a club parliamentarian or the Historian may serve as parliamentarian.

3-(d) - 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. This committee is charged with these functions;

Community Service, International Service, Vocational Service, World Community Service., Youth, Human Development and Environment, Disaster response coordinator

3-(e) - The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee is charged with these functions;

Alumni, Annual Giving, Grants, GSE, Permanent Fund, Scholarships and PolioPlus

3-(f) - PAST PRESIDENT'S COMMITTEE

i. This committee shall be composed of past Presidents in good standing of the Club. The committee shall act in its capacity to advise the President and the Board of Directors. This committee shall also act as a nominating committee for purposes of proposing a person for the office of president-elect and officers of the club and seats on the Board of Directors.

ii. This committee shall meet at least five (5) weeks prior to the annual meeting of the Club for the purposes of compiling and nominating persons for the positions of president-elect and officers of the Club. When acting as such, the committee of past Presidents shall be designated as the nominating committee.

iii. The committee of past Presidents shall further act and meet when deemed advisable for purposes of taking recommendations to the Club as a whole, and to the Directors of the Club.

3-(g) – The President may, subject to the approval of the board, appoint such committee's as he may deem necessary.

Section 4 – Duties of Committee 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 make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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.

ARTICLE 10 - Finances

Section 1 — Prior to the beginning of each fiscal year, the board shall prepare a 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.

Section 2 — The treasurer deposits club funds in an FSLIC or similar government insured financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club.

Section 6 — The fiscal year is from 1 July to 30 June.

ARTICLE - 11 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. 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.

Section 2 – (A) The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

(B) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member.

Section 3 The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

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Section 3 The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 4 If the board approves the candidate's membership, the prospective member is invited to join the club.

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, 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 6 – If no written 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, 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, shall be considered to be elected to membership.

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 - Corporate Membership

A Corporate Member shall be a reputable and established business or governmental entity located in or near the Abbeville area.

Purpose: The Corporate Membership Program will allow a corporation or a company as well as governmental entities, (Collectively referred to as “Corporate”) in the club’s area to become a member of the Abbeville Rotary Club, through the currently established membership approval process. Have the primary designee of the corporation/company attend club meetings, serve on club projects, vote on club matters, serve as club officers and be on club committees. This type of membership will also be open to government entities though referred to collectively as “Corporate Membership”.

- A. Approval. A corporate entity or organization can become an eligible corporate member of the Abbeville Rotary club through the existing member approval process.
- B. Designees. Once an entity becomes an eligible corporate member through the established approval process, it may appoint up to, three persons to be its designees, who must be members of that entity’s local management group.
 - a. One of the three shall be a “Primary” designee who shall have all rights of Rotary membership.
 - b. The other two designees shall have the all rights of membership except they may not hold elected office, vote or be counted as a quorum.
 - c. Changing designees. The club will determine the ability of the eligible corporation to change any of its designees so long as at

all times one of them is a member of the eligible corporation's leadership group.

C. Inductions. A corporate member designee will be formally inducted into the club as a new member.

D. Attendance. The attendance requirement for an eligible corporation will be the same as an individual membership.

E. Classification. The classification of the eligible corporation and its designees will be established by the club. Because a corporate member is an official member of the Rotary club, this classification will be counted toward the classification limits set forth in the RI Constitution.

F. RI registration. Each Primary designee will be listed as an official member of the Abbeville Rotary club and will be noted in the roster that they are designees of the named eligible corporation.

G. Badges. The badge will show their status as a Corporate Member.

H. Votes and quorum. For the purpose of general meetings and club matters, voting by the corporate member will be as an official member of the Abbeville Rotary club. Membership would apply toward RI election voting. The secondary designee may vote and count as a quorum by permission of the primary designee.

I. Holding Office. The Primary designee, as an individual, can hold any office in the Rotary club to which the designee is elected in the normal way. The number of designees to hold an office at any one time will be established by the club.

J. Financial obligations. The financial obligations of an eligible corporation will be as follows: (a) RI dues: Payable for each member as stipulated in the RI Bylaws 17.030. (b) Annual club dues. (c) Meal/beverage costs for each designee of the corporate/company or group. (If all members attend the same meeting the additional cost of the meals will be applied.) (d) Optional contribution to The Rotary Foundation.

K. Conversion. If the designee of the eligible corporation is no longer an employee of the eligible corporation they may auto-convert to an individual membership in the club. The individual will be responsible for all RI dues, club dues and meal/beverage costs, as they become due.

L. Receipt of The Rotarian or Rotary regional magazine. The Corporate Club member will receive the relevant RI magazine.

M. Termination. The process of terminating the membership of a designee or the eligible corporation will be determined by the Abbeville Rotary club existing bylaws.

N. The Board shall establish corporate dues and designee membership fees.

ARTICLE 12 - Satellite Clubs

The board, in accordance with the club constitution may establish satellite clubs.

Section 1 Satellite clubs will have their own board and officers except the satellite club will have a satellite club chair instead of a president.

Section 2 The board of the Abbeville Rotary club has the final authority when there are disagreements between the satellite's board and this club's board.

Section 3 The Abbeville Rotary club's president will appoint a person to serve on the satellite clubs board.

Section 4 The satellite club determines its bylaws in collaboration with the Abbeville Rotary club.

Section 5 The satellite club determines its meeting place and time in consultation with the Abbeville Rotary club.

Section 6 Qualifications for and approval of membership in the satellite club shall follow the bylaws of the Abbeville Rotary club.

Section 7 Satellite club members pay the same Rotary dues as the Abbeville Rotary Club's members.

Section 8 Satellite club members are included on the sponsor club's dues invoice.

Section 9 The satellite club may determine its dues structure in collaboration with its sponsor club.

Section 10 If a conflict arises with satellite club members or board the Abbeville Rotary club has the final say. Members of the Abbeville Rotary club and satellite club members are ultimately subject to the authority of the Abbeville Rotary Club's board.

ARTICLE 13 - 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 14 - Order of Business

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements and Rotary Information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

ARTICLE 15 - Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having 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 Policy.

Thomas Thompson, President

CERTIFICATE

I, _____, do hereby certify that I am the duly elected Secretary of the Rotary Club of Abbeville, and that the foregoing by laws were unanimously adopted by the Membership of the Abbeville Rotary Club at a regular meeting held by them on ____ day of _____ 2017 at which meeting a quorum of the members were present in person and each voted unanimously in favor of the above bylaws. These by laws have not been modified or rescinded and is still in full force and effect.

Abbeville, Louisiana this ____ day of _____, 2017.

_____, Secretary