

# REVISED BYLAWS OF THE ABBEVILLE ROTARY CLUB, ABBEVILLE, LOUISIANA

## ARTICLE I – THE CLUB

The Abbeville Rotary Club, hereinafter referred to as “The Club,” is a non-profit corporation organized on a non-stock basis.

## ARTICLE II – DEFINITIONS

- A. Board: The Club’s Board of Directors.
- B. Director: A member of the Club’s Board of Directors.
- C. Member: A member of the club, other than an associate or honorary member, entitled to vote.
- D. Quorum: The minimum number of participants who must be present when a vote is taken: at least fifty per cent of the membership entitled to vote either in person or by duly authorized proxy and a majority of the directors for club board decisions.
- E. RI: Rotary International.
- F. Club Year: The 12-month period which begins on 1 July and ends on June 30.
- G. Fiscal Year: The 12-month period which begins on 1 July and ends on June 30.

## ARTICLE III – THE BOARD

The governing body of this Club is its Board of Directors, consisting of five members of the Club, which shall manage the affairs of the Club.

## ARTICLE IV – RELATION TO THE CLUB AND MEMBERS

Section 1 - These bylaws shall operate as regulations among the members of the Club and are intended to serve as a means to regulate and manage the affairs of the Club; the rights and powers of the Club; the rights, powers or duties of the members, directors, and officers of the Club consistent with the laws of the State of Louisiana and the Articles of Incorporation.

Section 2 - All members of the Board of Directors, all officers of the Club, whether elected or appointed, and all members of any standing or special committee shall be deemed to stand in a fiduciary relation to the Club and its members.

Section 3 - All members of the Board of Directors, all officers of the Club, whether elected or appointed, and all members of any standing or special committee shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment, and skill which an ordinarily prudent person would exercise under similar circumstances in like positions.

## ARTICLE V – ELECTIONS AND TERMS OF OFFICE

### Section 1 – Elections

Subsection 1A - Unless otherwise provided by these bylaws, every member of the Club in good standing shall be entitled to one vote on any question before the Club.

Subsection 1B - Since the Articles of Incorporation contain no provision authorizing voting by proxy, no member of the Board of Directors shall have the right to vote by proxy.

Subsection 1C - Voting by proxy for the membership of the Club is hereby expressly prohibited with the exceptions of the annual meeting of the membership and any special called meeting of the membership.

### Section 2 – The Board of Directors

The Board of Directors shall consist of five (5) members who are elected by the voting members of the Club. The immediate past president shall be automatically nominated for election to the Board of Directors and, if elected by the members, will serve as a Board member. The new Board must meet and elect officers, including the Chairperson of the Board, before December 31st to ensure all officer positions are reported as required. The Chairperson shall be chosen from among the elected Board members and will have a vote on all matters.

#### Subsection 2A - Nominations of Directors

One month before the annual meeting to elect Club Directors, nominations shall be taken for five positions of director. The nominations shall be presented to the Club membership in attendance by a nominating committee consisting of past Club presidents. Nominations may also be made by a member from the floor at the annual meeting.

#### Subsection 2B – Uncontested Elections

If there are no floor nominations, the five members nominated by the committee shall be elected by acclamation.

#### Subsection 2C – Contested Elections

In the event that one or more nominations are made from the floor, there shall be published to the members in attendance a list of all candidates for election to the Board of Directors. The election of such candidates shall proceed by way of a secret ballot.

##### Subsection 2C.1 - Voting Process:

Each member voting for Directors shall have the right to cast one vote per candidate, up to the number of Director positions to be filled.

- Members are not required to vote for the full number of positions available. If a member chooses to vote for fewer candidates, their votes will still be counted.
- The votes will be tallied, and the candidates receiving the highest number of votes will be elected to the available positions.
- Election to the Board of Directors in a contested election shall be by way of a plurality vote. Therefore, the first five candidates receiving the most votes will be deemed elected to the Board.

##### Subsection 2C.2 – Tabulation:

- Each vote for a candidate counts as one (1) vote for that candidate.
- After all votes are cast, the votes will be tallied.
- The candidates with the highest number of votes will be elected to the available positions in descending order until all positions are filled.
- In the event of a tie that affects the outcome, a runoff election will be held between the tied candidates.

#### Subsection 2D - Terms

Each of the five directors so elected, as well as the immediate past president, shall serve a term of one year and attend Club and Board meetings.

#### Subsection 2E – Vacancies

The Board of Directors may declare vacant the office of a member of the Board as provided within the following provisions of this Section.

Subparagraph 2E(1): A vacancy shall exist on the Board of Directors when:

Subparagraph 2E(1)(a): A member dies or resigns, or;

Subparagraph 2E(2)(b): The board of directors declares a vacancy ~~on~~ if;

- i. is interdicted or adjudicated an incompetent;
- ii. is adjudicated a bankrupt;
- iii. becomes incapacitated by illness or other infirmity to perform his or her duties for a period of six months or longer;
- iv. ceases at any time to have the qualifications required by the articles of incorporation or these bylaws;
- v. within thirty days, after notice of his or her election to the Board, a member does not accept office either in writing or by attending a meeting of the Board;
- vi. fails to fulfill any other requirement or qualification specified by these bylaws;
- vii. is absent from or fails to perform the duties of his or her post for a continuous period considered detrimental to the interest of the Club by the Board of Directors.

Subparagraph 2E(2): A vacancy may also exist in the event of the removal of one or more members of the Board of Directors by the following means.

Subparagraph 2E(2)(a): The membership of the Club may, by a majority vote of those members attending a special called meeting for such purpose and pursuant to applicable law, remove any one or more members of the Board of Directors and proceed to elect a successor or successors for the unexpired terms.

Subparagraph 2E(2)(b): A court may, in a suit initiated by five or more voting members of the Club, remove any member of the Board of Directors in the case of fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the corporation and may bar for a period prescribed by the court the reelection any member so removed.

Subparagraph 2E(3): All vacancies existing in the Board of Directors for any cause other than the expiration of the term may be filled by a majority vote of the remaining members of the Board even though there is not a quorum.

Subparagraph 2E(3)(a): A person so appointed shall hold office for the unexpired term of the member of the Board of Directors of whom he or she succeeds.

### Section 3 – Officers

Upon assuming office, the Board of Directors shall elect as officers a President, a Secretary, a Treasurer, a Vice President- Elect, and an Immediate Past President whose duties, responsibilities and authority shall be prescribed by these bylaws.

#### Subsection 3A – Appointment of Officers

The President shall appoint a Club Historian, a Club Parliamentarian, a Club Sergeant-at-Arms, and such other officers

As may be necessary for the business of the Club.

#### Subsection 3B – Terms

Unless otherwise provided within the articles of incorporation, no officer need be a director. Each officer shall serve a term of one year and attend Club and board meetings.

#### Subsection 3C – Authority

The officers so elected or appointed shall have such authority and perform such duties in the management of the Club as may be prescribed in these bylaws or by the Board.

#### Section 3D – Removal of Officer

Any officer may be removed by the Board of Directors at any time with or without cause.

## ARTICLE VI – DUTIES OF OFFICERS

### Section 1 - Attendance

It shall be the duty of all officers, whether elected or appointed, to attend all meetings of the Club members and all meetings of the Board of Directors. At any meeting of the Board of Directors, all officers whether elected or appointed, shall be deemed members *ex officio* with the right to be recognized and heard on any issue before the Board but without the right to vote.

### Section 2 - President

It shall be the duty of the President to attend and preside over all meetings of the Club and to perform the duties as ordinarily pertain to the office of president and as may be prescribed by the Board.

### Section 3 - Vice President-Elect

It shall be the duty of the Vice President-Elect, in the absence of the President, to preside over any Club meeting and perform such other duties as may be prescribed by the President or the Board.

### Section 4 –Immediate Past President

The Immediate Past President shall mentor and support the current officers of the Club, helping them fulfill their duties and responsibilities. The Immediate Past President shall assist in ensuring the continued success and smooth operation of the Club by providing continuity

Proposed revisions to the By-Laws that were adopted on 06/19/2024

and guidance based on their experience. The Immediate Past President shall serve as an advisor to the Board of Directors and the Club President, offering insights and recommendations as needed. The Immediate Past President may be called upon to serve on various committees and participate in Club projects to lend their expertise and support. The Immediate Past President shall attend all Club and Board meetings, providing input and support to ongoing discussions and decisions and such other duties as may be prescribed by the President or the Board.

## Section 5 - Secretary

The Secretary shall:

- Send out written notices of the annual meeting to all voting members at least 30 days prior to the scheduled date;
- Ensure that any waiver of notice by voting members, either in writing or by attendance without objection, is properly documented. This notice shall include the date, time, location, and agenda of the meeting and shall be sent via mail, email, or other secure electronic means as approved by the Board;
- Record and preserve the minutes of all Club meetings and Board meetings. For meetings conducted via text message, the Secretary shall capture and print the text messages and add them to the formal minutes of the meeting for preservation. These minutes shall be maintained as official records of the Club;
- The Secretary shall distribute proxy ballots to eligible members no later than five (5) days before the meeting;
- Completed proxy ballots must be returned to the Secretary and the Club President no later than 24 hours before the meeting;
- Keep and maintain membership and attendance records,
- Report as required to Rotary International, 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 periods,
- Report changes in membership to RI and DACdb;
- Provide the monthly attendance report, which shall be made to the District Governor by the 5th day of the following month;
- Collect and remit Rotary International official magazine subscriptions; and
- Perform other duties as usually pertain to the office of Secretary.

#### Section 6 - Treasurer

It shall be the duty of the Treasurer to take and have custody of all funds, accounting for such funds to the Club annually and at any other time upon demand by the Board, and to perform such other duties as pertaining to the office of Treasurer. Upon completion of his or her term in 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 7 - Club Historian

There shall be a Club Historian who shall be charged with Club records, history and Club information. The Club Historian shall retain custody of the Club records at the Club's registered agent's office, other than those records within the responsibility of the Secretary and the Treasurer, and shall maintain a Club history. The Club Historian shall remain in office until his successor is named, continuity in this office being desirable.

#### Section 8 – Parliamentarian

There shall be a Club Parliamentarian charged with the responsibility of maintaining the constitution and bylaws of the Club in a form current and consistent with applicable law. The Parliamentarian shall propose to the Board of Directors such amendments to the governing documents of the Club as he or she deems necessary. The Parliamentarian shall advise the Chairperson of the Board, the President or any Director or officer on any issue which may pertain to the Club's constitution and bylaws, and which may arise during the course of a Board of Directors meeting or a Club meeting. When requested, the Parliamentarian may advise Committee Chairs and Club members. At no time shall any advice provided by the Parliamentarian in the performance of his or her duties be deemed to constitute either the practice of law or the creation of an attorney-client relationship.

#### Section 9 - 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.

#### Section 10 – Financial Officer

It shall be the duties of the Financial Officer, who shall be a person that possess a strong knowledge of financial management, experience in budgeting and reporting, as well as excellent organizational and communication skills. They shall also advise and assist the Board of Directors in the development and implementation of financial strategies and budgets. The Financial Officer shall monitor income and expenses and shall make such reports to the Board of Directors and the membership as is required by law and these by-laws. The Financial Officer shall be a signatory on all accounts held by the Club. The Financial Officer shall timely file any and all tax returns, the Secretary of State Annual Reports, and any other

formal reporting requirements deemed necessary for the Club and perform such other duties as may pertain to the office of the financial officer.

## ARTICLE VII – COMMITTEES

### Section 1 – General Provisions

Subsection 1A - Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service which are Club Service, Vocational Service, Community Service, and International Service.

Subsection 1B - The President may, appoint such committees on particular phases of service as he or she may deem necessary.

Subsection 1C - The President is an *ex officio* member of all committees and, as such, has all the privileges of membership.

Subsection 1D - The President, Vice-President-Elect, and Immediate Past President should work together to ensure continuity of leadership and succession planning.

Subsection 1E - The Vice-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 as President.

Subsection 1F - 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.

Subsection 1G - When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

### Section 2 – Standing Committees:

Standing committees of the Club shall be appointed as follows:

#### Subsection 2A - Membership Committee

Subsection 2A.1 - The Membership Committee is charged with the development and implementation of a comprehensive plan for the recruitment and retention of members.

Subsection 2A.2 - The following functions are within the committee's responsibilities:

- i. Classifications
- ii. Membership
- iii. Membership Development
- iv. Rotary Information



#### Subsection 2B - Club Public Relations Committee

Subsection 2B.1-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.

#### Subsection 2C - Club Administration Committee

Subsection 2C.1 -This committee should conduct activities associated with the effective operation of the club.

Subsection 2C.2 - This committee is charged with these functions;

- i. Attendance
- ii. Club Bulletin
- iii. Club Service
- iv. Fellowship Activities
- v. Magazine
- vi. Program

#### Subsection 2D - Service Projects Committee

Subsection 2D.1 - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of our community.

Subsection 2D.2 - Where feasible, similar plans and projects can be developed for communities in other countries.

Subsection 2D.3 - This committee is charged with these functions;

- i. Community Service
- ii. International Service
- iii. Vocational Service
- iv. World Community Service
- v. Youth
- vi. Human Development and Environment
- vii. Disaster Response Coordination

#### Subsection 2E - The Rotary Foundation Committee

Subsection 2E.1-This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Subsection 2E.2- This committee is charged with these functions;

- i. Alumni
- ii. Annual Giving
- iii. Grants
- iv. GSE
- v. Permanent Fund
- vi. Scholarships
- vii. Polio Plus

#### Subsection 2F – The Past Presidents Committee

Subsection 2F.1-This committee shall be composed of past Presidents in good standing of the Club who shall elect a past president, other than the past president serving as Chairperson of the Board, to serve as chairperson of the committee.

Subsection 2F.2-The committee shall act in its capacity to advise the President and the Board of Directors.

Subsection 2F.3-This committee shall also act as a nominating committee for the purposes of putting forth candidates for the positions of Directors.

Subsection 2F.4-This committee shall meet at least five (5) weeks prior to the annual meeting of the Club for the purposes of compiling and nominating candidates for the positions of Directors.

Subsection 2F.5-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 Board of Directors of the Club.

#### Section 3- *Ad Hoc* Committees

The president may, subject to the approval of the Board, appoint such committees as he or she may deem necessary.

#### Section 4 – Duties of the Committees

Subsection 4A – 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 refer to appropriate RI materials.

Subsection 4B - Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Club year for implementation during the course of the year. It shall be the primary responsibility of the Vice-President-Elect to provide the necessary leadership to prepare recommendations for Club committees, mandates, goals, and plans at the commencement of the year as noted above.

## ARTICLE VIII – FINANCES

#### Section 1 – The Club’s Annual Budget

Subsection 1A - Prior to the beginning of each fiscal year, the Board shall, with the assistance of the Club’s Financial Officer, prepare a budget of estimated income and expenditures for the coming year predicated upon actual income and expenses for the preceding fiscal year.

Subsection 1B - As part of the budgetary process the Board shall establish club dues for the coming year.

Subsection 1C - Once the budget is approved, the Club President shall provide a copy of the annual budget to all Club officers and committee chairs. This ensures that all key members are informed of the financial plans and allocations for the year.

Subsection 1D - The final budget approved by the Board shall establish the limit of expenditures for budgetary purposes, unless otherwise adjusted by action of the Board, as necessary.

## Section 2 – Club Funds and Accounts

Subsection 2A - The Board of Directors shall establish and approve accounts in a government-insured financial institution, such as FSLIC or a similar entity, as necessary for the club's operations and projects. These accounts will include, but are not limited to, an operating account and one or more accounts for service or fundraising activities as needed. Should a satellite club be in existence, a separate account will be established for their financial activities. The Board may also approve the creation of additional accounts for special projects or other purposes, as required to support the club's objectives.

Subsection 2C - The President, the Financial Officer, and the Treasurer shall have signatory authority over all accounts established for the Club.

Subsection 2D - All funds received by the Club shall be delivered to the Treasurer forthwith and the treasurer shall deposit such funds into the appropriate accounts without delay.

Subsection 2E - All bills to be paid on behalf of the Club are to be reviewed and marked approved for payment by both the treasurer and either the president or the secretary.

Subsection 2F - Upon approval for payment, all bills will be paid by the issuance of a check by the Treasurer and drawn on the appropriate Club account. All checks drawn on a Club account shall bear two signatures of the three officers authorized to sign Club checks.

Subsection 2G - Before the end of the fiscal year, which runs from July 1 to June 30, the club financial officer shall conduct a thorough annual review of all financial transactions of the Club and shall issue an annual financial statement of the Club to be received by Club members.

## Section 3 – The Club's Trust Accounts

Subsection 3A - There shall be maintained at the Club's registered office separate records of all trust fund held by the Club.

Subsection 3B - Within ninety days after the close of the fiscal year, an annual report on each trust fund held by the Club shall be prepared indicating the funds held by the Club, the use made of such funds and the income thereof during the fiscal year.

Subsection 3C - The Treasurer and Financial Officer shall sign provide annual trust reports and, if the trust instruments so provide.

Subsection 3D - If the trust instruments do not provide for the mailing of the annual report to the membership, the annual report shall be provided to each member of the board and to as many Club members who may request a copy.

## ARTICLE IX – RECORDS AND REPORTS

### Section 1 – Document Preservation

Subsection 1A - Club documents and records shall be kept at the Club's registered office.

Subsection 1B - The foregoing documents and records shall include but not be limited to records of meeting of members, directors and committees, membership records, and records of assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus, and separate records of all trust funds held by the Club.

Subsection 1C - Such records may be in written form or in any other form capable of being converted into written form within a reasonable time.

### Section 2 – Record Examination

Every voting member of the Club may examine in person, or by an agent or attorney, at any reasonable time, the records of the Club.

### Section 3 – Disclosure of Trust Accounts

Disclosure of trust accounts shall be made in the manner provided by Article VIII, Section 3 of these by-laws.

## ARTICLE X – MEETINGS

### Section 1 – Annual Meeting

Subsection 1A - An annual meeting of the membership of the Club, with a quorum of at least fifty per cent of the membership is present in person or by way of a duly authorized proxy shall be held no later than 31 December to elect the Directors who will serve for the next Rotary year. The Club Secretary must send written notice of the annual meeting to all voting members. This notice must be sent at least 30 days prior

to the scheduled date of the annual meeting. The notice shall include the date, time, location, and agenda of the meeting, and shall be sent via mail, email, or other secure electronic means as approved by the Board. Any voting member may waive the notice of the meeting, either in writing or by attending the meeting without objection. Such waiver shall be documented and preserved as part of the official records of the Club.

Subsection 1B - The Directors of the Club shall be elected in the manner provided within Article V, Section 2 through and including Subsection 2C.2.

Subsection 1C - The President shall preside over the meeting and will assign at least two Club members to tally and report to the President the results of the votes cast.

Subsection 1D - Special meetings of the membership may be called at any time by the Board of Directors or the President. Upon written request by any person authorized to call a special meeting, the Secretary shall fix the date and time of the special meeting but not less than 10 nor more than 60 days after receipt of the request and issue a call for the meeting. Voting by proxy is authorized at such a meeting.

## Section 2 – Membership Meetings

Subsection 2A - The membership of the Club shall meet weekly as follows: Wednesday at 12:00 noon.

Subsection 2B - Reasonable notice of any change or cancellation of the regular meeting will be given to all Club members.

Subsection 2C - All members, excepting an honorary member in good standing or member in good standing excused pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution on the day of the regular meeting, must be counted as present or absent.

Subsection 2D - 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.

## Section 3 – Board of Directors Meetings

Subsection 3A - The Board of Directors may meet monthly, but in no event shall it meet less than once each three months at the time and place called for by the Chairperson of the Board. Special meetings of the Board of Directors may be called with reasonable notice by the Chairperson or upon the request of two Directors.

Subsection 3B - A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Subsection 3C - The acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

Subsection 3D - If a quorum, that is a majority of Directors, is present when the Board of Directors meeting is convened, the Directors present may continue to conduct business and act by a vote of the majority of the quorum until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed in Subsection 3B or the refusal of any Director present to vote.

#### Section 4 – Method of Voting and Attendance

Subsection 4A - The business of this Club shall be conducted at any meetings by voice vote or a show of hands, electronic voting, or other secure methods approved by the Board, which can be conducted either in person, virtually, or through proxy.

Subsection 4B - However, as to the elections of Directors by the Club members, the vote will be conducted consistent with the provisions of *Article V, Section 2, Subsection 2B and Subsection 2C.1* through and including *Subsection 2D*

Subsection 4C - The Board may also provide a ballot vote on some resolutions.

Subsection 4D - The Board of Directors, or any committee of the board, may hold a meeting by means of conference telephone, or similar communications equipment provided that all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Subsection 4E - Electronic Voting:

- Members entitled to vote may do so electronically using methods approved by the Board, including but not limited to email, online voting platforms, or other secure electronic means. Any electronic method of voting must be preserved and printed as part of the voting record. The procedure for electronic voting shall ensure the confidentiality and integrity of the voting process.
- Votes cast electronically shall be counted and included in the total votes, provided they are submitted within the designated voting period.

Subsection 4F – Email Voting:

- Members entitled to vote may cast their votes via email using a secure and verifiable process approved by the Board. The email must be sent from the member's registered email address and must clearly state the member's vote on the motion or election. The email must be printed and saved as part of the voting record.

- Email votes shall be submitted within the designated voting period and shall be included in the total votes.

#### Subsection 4G – Text Message Voting:

- When a vote is conducted by text message, the text messages must be preserved, printed, and saved as part of the voting record.
- The printed copy of the text messages shall be added to the formal minutes of the meeting for preservation.
- These records must be kept with the clubs registered agent office, as specified Article IX, Subsection 1A, as part of the official record of the Club's meetings and decisions.

#### Subsection 4H- Virtual Attendance:

- Members may attend meetings virtually through video conferencing platforms such as Zoom or other means approved by the Board, with the exception of directors of the club as specified in Article X, Subsection 4B.
- Members attending virtually shall be considered present for the purposes of quorum and voting.
- The Board shall establish procedures to verify the identity of members attending and voting virtually to ensure the integrity of the meeting and voting process.

#### Subsection 4I - Tabulation of Votes:

- Each vote on a club matter, including votes for candidates, counts as one (1) vote.
- After all votes, including in-person, virtual, electronic, email, and proxy votes, are cast, the votes will be tallied.
- For elections of Club Directors the candidates with the highest number of votes will be elected to the available positions in descending order until all positions are filled. For other club matters, the motion or decision receiving the highest number of votes will be adopted.
  - In the event of a tie that affects the outcome, a runoff election or additional vote will be held between the tied candidates or options.

#### Subsection 4J –Proxy Voting (Proxy voting only authorized for annual & special meetings):

- Eligibility:
  - Members may appoint a proxy to vote on their behalf at a meeting.
- Request Process for Proxy Ballots:
  - Members must submit a request for a proxy ballot to the Club Secretary no later than ten (10) days before the scheduled meeting.

- Ballot and Proxy Distribution:
  - The Secretary shall distribute proxy ballots to eligible members no later than seven (7) days before the meeting.
- Submission of Proxy Ballots
  - Completed proxy ballots must be returned to the Secretary and the Club President and received no later than 48 hours before the meeting. Proxy ballots can be submitted via in person, mail, email, or other secure electronic means as approved by the Board.
- Confidentiality and Integrity:
  - The procedure for proxy voting shall ensure the confidentiality and integrity of the voting process.
- Counting Proxy Votes:
  - Proxy votes shall be counted and included in the total votes provided they are submitted within the designated voting period.
- Validity of Proxies:
  - In order to be valid, any proxy must be in writing, indicating the vote to be cast by the holder of the proxy, signed by the member, with a witness, and filed with the Secretary and the Club President at least 48 hours before any meeting in which voting by proxy is authorized. Any proxy shall cease to be effective at the conclusion of any meeting in which such proxy vote is authorized.

#### Subsection 4K - Voting Rights:

- Each member in good standing is entitled to one vote on any question or election before the Club.
- No member shall cast more than one vote, even if they hold multiple positions within the Club.

### Section 5 – Quorum and Majority Vote

#### Subsection 5A – Quorum:

- A quorum for the transaction of business at any meeting of the members shall consist of at least fifty percent either of the membership entitled to vote, in person, virtually, or by duly authorized proxy.

#### Subsection 5B - Majority Vote:

- A majority vote shall be defined as more than 50% of the votes cast either by members entitled to vote, in person, virtually, or by duly authorized proxy. This majority is necessary for the adoption of any resolution or motion unless otherwise specified in these bylaws.



Subsection 5C - Nonvoters and Abstentions:

- If a member is present at a meeting (either in person, virtually, or by proxy) and abstains from voting, their abstention will be recorded but will not be counted as a "yea" or "nay" vote. Non-votes and abstentions do not affect the determination of whether a majority or other required number of votes has been achieved.

Subsection 5D - Two-Thirds Majority:

- For measures requiring a two-thirds majority, two-thirds of the votes cast by members entitled to vote, either in person, virtually, or by duly authorized proxy, shall be necessary.

## ARTICLE XI – MEMBERSHIP IN GENERAL

### Section 1 – Membership Certificates

The Abbeville Rotary Club is organized on a non-stock basis and membership is evidenced by a membership certificate signed by the President and Secretary.

### Section 2 – Types of Memberships

There are five types of memberships:

1. Individual,
2. Honorary,
3. Corporate,
4. Couples & Family, and
5. Associate.

Memberships, which are individual, corporate, and couples & family, entitle such members to vote as prescribed by these bylaws. Associate and honorary members shall not be entitled to vote on any matter before the Club.

### Section 3 – Membership Non-Transferrable nor Inheritable

Membership in the Abbeville Rotary Club is not transferable and is not inheritable.

### Section 4 – Dues

Subsection 4A - Article X of the Articles of Incorporation provides for the imposition of dues in such amounts, as the membership shall fix. Moreover, dues which may be in differing amounts for different types must be imposed equally upon each member of each type.

Subsection 4B – Article X further authorizes the assessment of special fees to be collected in the same manner as dues.

Subsection 4C – Failure to pay the dues or assessments upon reasonable notice shall authorize the suspension or cancellation of membership by the Board of Directors. The Board may adopt from time to time such a policy for the reinstatement of members expelled or suspended as may be deemed advisable.

## Section 5 – Compliance

Any member who fails to comply with the reasonable and lawful requirements of the rules and regulations made by the Abbeville Rotary Club for the governance of its members may be excluded from further membership.

# ARTICLE XII- METHOD OF NOMINATING MEMBERS

## Section 1 – Member Proposal

Subsection 1A - 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.

Subsection 1B - A transferring or former member of another club may be proposed to active membership by the former club.

Subsection 1C - The proposal shall be kept confidential except as otherwise provided in this procedure.

## Section 2 – Requirements

Subsection 2A - The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Subsection 2B - 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.

Subsection 2C - The Board shall request the membership committee to investigate and report to the Board on the eligibility of the proposed member.

## Section 3 – Board Decision

Subsection 3A - The Board shall approve or reject the candidate's membership within 30 days.

Subsection 3B - The secretary shall notify the proposed member of the Board's decision forthwith.

Subsection 3C - If the decision of the Board is to reject the candidate for membership, no further action need be taken by the Board subsequent to the secretary's notification.

## ARTICLE XIII-METHOD OF ELECTING MEMBERS

### Section 1 – Board Approval

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

### Section 2 – Club Consideration

Subsection 2A - 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.

Subsection 2B - The prospective member shall then be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Subsection 2C - The Secretary shall then publish the information about the proposed member to the Club with notification that any member has seven (7) days to submit written objections to the proposed member.

Subsection 2D - If no written objection to the proposed member 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.

Subsection 2E - If any such objection has been filed with the Board, the Board 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 3 – Board Responsibilities to New Member

Subsection 3A - Following the election, the President shall arrange for the new member's induction, orientation, name badge membership card, and new member Rotary literature.

Subsection 3B - The Club Secretary shall report the new member information to RI and DACdb.

Subsection 3C - The Club President shall assign a member to assist with the new member's assimilation into the Club and will assign the new member to a Club project or function.

## ARTICLE XIV – TYPES OF MEMBERSHIP

### Section 1 – Individual Membership

Individual members may be elected to the Club in conformity with the provisions of Article XI, Article XII, and Article XIII.

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## Section 2 – Honorary Membership

The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. Honorary members shall not be entitled to vote on any matter before the Club and shall not be entitled to hold office.

## Section 3 - Corporate Membership

Subsection 3A - A Corporate Member shall be a reputable and established business or governmental entity located in or near the Abbeville area.

Subsection 3B - 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.

Subsection 3C - Corporate membership will be attained through the currently established membership approval process set forth within Article XI, Article XII, and Article XIII of these bylaws.

Subsection 3D - Once an entity becomes an eligible corporate member through the established approval process, it may appoint up to three persons to be its designees.

Subsection 3E - Each designee must be a member of the corporate member's local management group.

Subsection 3F - One of the three designees shall be the "Primary" designee who shall have all rights of Rotary membership and shall attend club meetings, serve on club projects, vote on club matters, serve as club officers be on club committees, and receive the relevant RI magazine.

Subsection 3G - The two remaining designees shall have all rights of membership except they may not hold elected office, vote or be counted as a quorum.

Subsection 3H - A corporate member designee will be formally inducted into the club as a new member.

Subsection 3I - The attendance requirement for an eligible corporation will be the same as an individual membership.

Subsection 3J - 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.

Subsection 3K - 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. The badge will show their status as a Corporate Member.

Subsection 3L - 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 and the corporate membership would apply toward RI election voting. The secondary designee may vote and count as a quorum by permission of the primary designee.

Subsection 3M - 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.

Subsection 3N - The Board shall establish corporate dues and designee membership fees. The financial obligations of a corporate member will be as follows:

3N.a - RI dues shall be payable for each member as stipulated in the RI Bylaws.

3N.b - Annual club dues.

3N.c - Meal/beverage costs for each designee of the corporate member. (If all designees attend the same meeting the additional cost of the meals will be applied.)

3N.d - Optional contribution to The Rotary Foundation.

Subsection 3O - The Club will determine the ability of the corporate member 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.

Subsection 3P - If a designee of the corporate member is no longer an employee of the corporate member; the former designee 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.

Subsection 3Q - The process of terminating the membership of a designee or the eligible corporation will be determined by the Abbeville Rotary Club's existing bylaws.

#### Section 4 - Couples and Family Membership

Subsection 4A - The board may establish from time-to-time a Couples and Family Membership attainable through the currently established membership approval process set forth within Article XI, Article XII, and Article XIII of these bylaws.

Subsection 4B - The Couples and Family Membership program is a specific membership program of the Abbeville Rotary Club and is a designation solely for the purpose of setting and billing club dues and fees.

Subsection 4C - The Couples and Family Membership program is not applicable to any other Rotary Club, nor does it have any corollary designation within Rotary International or The Rotary Foundation.

Subsection 4D - Couples and Family Membership dues and fees may be applied for when:

- A spouse or a partner or a sibling is a member of the Club,
- Resides at the same home address,
- Dues and fees for all members are billed and paid for in a single invoice, and
- Couples and Family Members must each have an individual (nonshared) unique email account.

Subsection 4E - Dues and fees for the Couples and Family Membership will be set up with the senior or first member paying the full dues and fees structure of the Rotary Club of Abbeville.

Subsection 4F - Any other member will pay only District dues, Rotary International dues, and sustaining dues to the Rotary Foundation.

Subsection 4G - All members are entitled to vote on any matter before the Club and are expected to support, both financially and through active participation, projects at the club, district, and global levels.

#### Section 5 - Associate Member

Subsection 5A - The Board may from time to time establish an associate membership which may have a reduced dues structure.

Subsection 5B - An associate member of the Club shall not be entitled to vote nor hold office.

### ARTICLE XV - SATELLITE CLUBS

#### Section 1– Establishment

The Board, in accordance with the Club's constitution, may establish satellite clubs. Any satellite club established by the Board will be subject to the following requirements.

#### Section 2 – Governance

Subsection 2A - Satellite clubs will have their own board and officers.

Subsection 2B - Board members and officers will be elected in the manner mandated by state law and consistent with the electoral process of the Abbeville Rotary Club.

2B.a - Directors will be elected by the satellite club membership.

2B.b - Officers will be elected by the elected board members.

2B.c - The presiding officer of the satellite club will serve as club chair instead of a president. The chair of the satellite club shall attend all meetings of the Board of Directors of the Abbeville Rotary Club as an *ex officio* member with the right to be recognized and heard on any matter to come before the Board but shall not be entitled to vote.

2B.d - The satellite club shall determine its bylaws in collaboration with the Abbeville Rotary Club.

#### Section 3 – Oversight Authority

Subsection 3A - 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.

Subsection 3B - Members of the Abbeville Rotary Club and satellite club members are subject to the authority of the Abbeville Rotary Club's Board of Directors.

Subsection 3C - The Abbeville Rotary Club's President will appoint a past president to serve as an *ex officio* member on the satellite club's board.

Subsection 3D - The satellite club will determine its meeting place and time in consultation with the Abbeville Rotary club.

#### Section 4 – Membership

Subsection 4A - Qualifications for and approval of membership in the satellite club shall follow the bylaws of the Abbeville Rotary Club.

Subsection 4B - Satellite club members shall pay the same Rotary dues as the non-meal members of the Abbeville Rotary Club.

Subsection 4C - Satellite club members are included on the sponsor club's dues invoice.

Subsection 4D - The satellite club may determine its additional dues structure in collaboration with its sponsor club.

### ARTICLE XVI– RESOLUTIONS

Section 1 - The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it.

Section 2 - Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

Section 3 - The Board shall consider and decide the matter upon referral and shall then return the matter to the Club for ratification or rejection.

### ARTICLE XVII - ORDER OF BUSINESS

Section 1 - The order of business shall proceed in the following manner:

- a. Meeting called to order,
- b. Rotary Prayer by Past President Charles E. Dill, Sr.,
- c. Pledge of Allegiance,
- d. Rotary Four Way Test,
- e. Introduction of guests and visitors,
- f. Correspondence, announcements, and Rotary Information,
- g. Committee reports if any,
- h. Any unfinished business,
- i. Any new business,

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- j. Address or other program features,
- k. Adjournment.

## ARTICLE XVIII – AMENDMENTS

Section 1 – The Club members or the Board of Directors may make, amend, and repeal these by-laws.

Section 2 – The authority of the Board to make, amend, and repeal these by-laws shall always remain subject to the authority of the Club members to accept or change the action of the directors.

Section 3 - The power to make, amend or repeal the bylaws shall be exercised by the Board of Directors only as follows:

- 3a - At a scheduled regular or special meeting of the Board as the case may be;
- 3b - Upon written notice to each Board member of the action to be taken with respect to the bylaws;
- 3c - With a quorum of Board members present, the action to be taken with respect to the bylaws is adopted by a majority of the Board members in attendance.

Section 4 - The Club members shall then be notified of the decision of the Board, that such decision is subject to review by the Club members upon written notice provided each Club member no less than 10 days before the next regular meeting of the Club members at which a quorum of members is present with two-thirds of the votes of the members present, the Club members may confirm or reject the decision of the board.

Section 5 - If the Club members adopt the action of the Board to amend, the bylaws will then stand to be amended.

Section 6 - Changes to these bylaws must be consistent with the laws of the State of Louisiana governing non-profit corporations and those provisions of the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policy not otherwise inconsistent with applicable state law.

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President, Abbeville Rotary Club

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### C E R T I F I C A T E

I, \_\_\_\_\_, do hereby certify that I am the duly elected Secretary of the Abbeville Rotary Club, and that the foregoing by laws, having previously been approved by the Board of Directors, were adopted by the Membership of the Abbeville Rotary Club at a regular meeting held by them on \_\_\_\_ day of \_\_\_\_\_ 2024 at which meeting a quorum of the members were present in person.

Abbeville, Louisiana this \_\_\_\_ day of \_\_\_\_\_, 2024.

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Secretary, Abbeville Rotary Club