

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.

REASONS FOR THE REVISIONS

Article I of the Articles of Incorporation establishes the Club’s name. See Louisiana Revised Statutes (La. Rev. Stat.) 12:204 and 12:204.1 (2023). Article III of the Articles of Incorporation provides that the Club is a non-profit corporation organized, as provided within Article VII, without capital stock. See La. Rev. Stat. 12:203B (1), (4), and (9) (2023) and La. Rev. Stat. 12:209 (2023).

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 twenty-five members entitled to vote 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.

REASONS FOR THE REVISION

With respect to the definition of a quorum, the last sentence of Article XI of the Articles of Incorporation that “[n]o business transacted at a members’ meeting shall be valid unless a quorum of fifty per cent of the membership is present in person.” Anticipating an

amendment to the Articles of Incorporation, these bylaws provide that for purposes of a meeting of the membership, a quorum shall be the presence of twenty-five members entitled to vote.

ARTICLE III – THE BOARD

The governing body of this Club is its Board of Directors consisting of six members of the Club who have previously served as President.

REASONS FOR THE REVISIONS

Article VIII of the Articles of Incorporation provides that the executive powers shall be vested in a board of directors limited to five members. See also La. Rev. Stat. 12:224A and B (2023).

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 or 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.

REASONS FOR THE REVISIONS

While there may be flexibility within corporate bylaws, such flexibility is always subject to and cannot be inconsistent with state law or the Articles of Incorporation. LA Rev Stat § 12:222C.

*LA Rev Stat §12:201(11) provides that a “fiduciary” means, in relevant part, “any person * * * who * * * occupies a position of peculiar confidence toward any person [or] firm ***.” More to the point, LA Rev §12:226A expressly provides that “Officers and directors shall be deemed to stand in a fiduciary relation to the corporation and its members, * * *.”*

Finally, LA Rev Stat §12:226A mandates, as a matter of law, that officers and directors “shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like position.”

Article IV, Sections 2&3 implement these standards of care to make it clear that it is the best interests of the Club and its members, and not the personal interests of the directors or officers, which should always guide the decision-making processes of the officers and directors of the Club.

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.

REASONS FOR THE REVISIONS

LA Rev Stat 12:224G recognizes that the articles of incorporation may permit proxy voting by members of the board of directors. However, Section 12:224G specifically provides that “[i]n the absence of such a provision in the articles, no director shall have the right to vote by proxy.” The Articles of Incorporation for the Abbeville Rotary Club contains no provision allowing proxy

voting. Consequently, members of the Board of Directors may not vote by proxy.

On the other hand, a member of the Club may have the right to cast his or her vote by a duly authorized proxy. LA Rev Stat 12:232C(1). But such a voting right may be specifically prohibited by the articles of incorporation or the bylaws. Ibid. These bylaws prohibit membership voting by proxy.

Section 2 – The Board of Directors

The Board of Directors shall consist of five past presidents of the Club who are to be elected by the members of the Club entitled to vote. Additionally, the immediate past president shall assume the position of Chairperson of the Board upon the completion of his or her term as Club president and will only vote on a matter in the event of a tie.

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 – Each member voting for Directors shall have the right to multiply his or her votes by the number of Directors to be elected. Each voting member shall have the right to cast all votes for one candidate or distribute his or her votes among the candidates.

Subsection 2C.2 - 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 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 Post Executive Committee declares a vacancy on the Committee if a member of the Committee;

(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 Post 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.

REASONS FOR THE REVISIONS

*Why a board of directors for a non-profit corporation? There are three direct and straightforward answers. First, La Rev Stat 12:203B(8) provides that the Articles of Incorporation for a nonprofit corporation shall set forth, “the names, addresses, and terms of office of the initial directors, * * *.”*

*Second, LA Rev Stat 12:224B mandates that “[s]ubject to any limitations, restrictions, or reservations in the articles, the bylaws, or this Chapter, the affairs of the corporation shall be managed by a board of directors of not less than three natural persons, * * *.”*

Third, Article VIII of the Club’s Articles of Incorporation provides that the “executive powers of the corporation shall be vested in a Board of Directors composed of five members.”

*“Directors, other than those constituting the first board, shall be elected by the voting members, unless some other method is expressly provided in the articles and except as hereinafter provided in the case of vacancies.” La. Rev. Stat. 12:224C. The articles are silent with respect to the method in which directors are to be elected. Consequently, the directors of the Club’s board must be elected by the membership. Furthermore, as to the question of a quorum required to be present in order for the board of directors to act, “a majority of the board of directors shall be necessary to constitute a quorum for the transaction of business * * *.” LA Rev Stat 12:224E(7). In the event that a quorum is lost as a result of directors departing or refusing to vote, the remaining directors may continue to do business until adjournment. LA Rev Stat 12:224E(7).*

As for any matter actually voted on by the membership, except for the election of members to the Club’s Board of Directors, a majority vote on the matter will decide the issue. LA Rev Stat 12:232G. As for the election of members to the board, in a contested election in which there are more than five candidates vying for a position on the board, the members of the Club’s Board of Directors shall be elected by plurality vote. Ibid.

La Rev Stat 12:224E(2)(a)-(e) delineates the grounds for declaring an office of a director to be vacant. These are: death,

resignation, incompetency, bankruptcy, incapacity to perform the duties of the office for six months, ceases to be qualified to hold the office, and refuses to accept the office within six months of being notified of his or her election. Article V Subsections 2E and 2F of these bylaws relate to vacancies on and removal of the board of directors. See La Rev Stat 12:224E(3).

Removal of a director may be affected either by a vote of the membership or by a court as authorized by LA Rev Stat 12:224E(4) and 12:224H, respectively.

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 a Vice President-Nominee 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.

REASONS FOR THE REVISIONS

It has been the past custom of the Club that the membership elect the officers of the Club. However, this process was contrary to

the Articles of Incorporation, not legally sanctioned and outside of legal bounds for three reasons.

First, Article IX of the Articles of Incorporation provides that “the Board of Directors shall elect a President, a Vice President, and a Secretary – Treasurer, whose duties, responsibilities and authority shall be prescribed by the by-laws.”

Second, Louisiana recognizes two sources of law: legislation and custom. LA Civ. Code Art 1 (2023). “Legislation is the solemn expression of legislative will.” LA Civ. Code Art. 2 (2023). Conversely, custom results from a long, repeated practice which is accepted as having acquired the force of law. Nevertheless, “custom may not abrogate legislation.” LA Civ. Code Art. 3 (2023). Furthermore, “persons may not by their juridical acts derogate from laws enacted for the protection of the public interest. Any act in derogation of such laws is an absolute nullity.” A juridical act is defined “as an expression of will that is intended to have legal consequences.” “Juridical act.” Merriam-Webster.com Legal Dictionary, Merriam-Webster, <https://www.merriam-webster.com/legal/juridical%20act>. Accessed 5 Apr. 2024.

Additionally, LA Rev Stat 12:225A(1) expressly provides that “the board of directors shall elect a president, a secretary and a treasurer, and may elect one or more vice presidents.” The original process for electing officers of the Club, as provided by Article IX of the articles, coincided with the express legislation. Accordingly, the board of directors must elect the officers of the Club required by the Articles of Incorporation.

With respect to filling the appointed offices of the Club, the newly elected President may appoint any member of the Club to fill the appointed billet and may combine two offices in one person. LA Rev. Stat 12:225A(1). Section 225A(1) further provides, “that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required to be signed by two officers.” That means if John Smith were appointed both Assistant Finance Officer and Judge Advocate, John Smith could not sign any document or instrument requiring the signatures of two officers of the Post as “John Smith, Assistant Finance Officer” and “John Smith, Judge Advocate.” Only one capacity is permitted.

Article VI, Section 2 of these bylaws is a restatement of LA Rev Stat 12:225D which provides, “Officers and agents shall have such

authority and perform such duties in the management of the property and affairs of the corporation as may be prescribed the bylaws or the board.”

Finally, the duties of a Board of Directors are different than those of the corporate officers. The Board establishes policies and goals of the corporate entity, and the officers execute those policies established by the Board of Directors. Additionally, in the past as previously noted, the Club members elected the officers who made up the Board. However, by separating the positions of Directors from those of officers, remember officers do not have to be Board members, participation in the management of the affairs of the Club has been increased.

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 - Vice-President-Nominee

It shall be the duty of the Vice-President Nominee to perform such duties as ordinarily pertain to the office of vice-president and such other duties as may be prescribed by the President or the Board.

Section 5 - Secretary-

The Secretary shall keep and maintain membership and attendance records, send out notices of Club, Board, and committee meetings; record and preserve the minutes of such meetings; 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; 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 office, other than those records within the responsibility of the Secretary and the Treasurer, and shall maintain a Club history and issue annually a Club membership information booklet. 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 either constitute 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.

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, subject to the approval of the Board of Directors, 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 Vice-President-Nominee 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. The chair should have previous experience as a member of the committee.

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.4 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. PolioPlus

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 Section 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. The service project committee will consider vocational

service, community service and international service avenues when developing plans for the year.

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 for presentation to the Board in advance of 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 and consultation with such accounting professionals as deemed necessary and utilizing accepted accounting practices, 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 - Upon completion, the budget shall be reviewed by the Board and modified as appropriate. If, after such review, the proposed budget is found to be acceptable, it shall be approved by the Board.

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

Subsection 2A - There shall be established two separate accounts for the Club in an FSLIC or similar government insured financial institution or institutions approved by the board.

Subsection 2B - One account shall be the Club's operating account and the other shall be the Club's account for service projects.

Subsection 2C - Subject to the foregoing provisions of subsection 2.1, the Board may approve the establishment of special accounts deemed necessary to carry out special projects approved by the Board.

Subsection 2D - The president, the secretary and the treasurer shall have signatory authority over all accounts established for the Club.

Subsection 2E - 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 2F - 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 2G - 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 2H - Before the end of the fiscal year, which runs from July 1 to June 30, a qualified person approved by the board 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 shall sign all annual trust reports and, if the trust instruments so provide, shall mail a copy of each annual report to the members of the Club.

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.

REASONS FOR THE REVISIONS

The provisions of LA Rev. Stat. 12:224 impose affirmative duties on a non-profit corporation to keep and maintain corporate records at its registered office and to make these documents available for examination by a member of the corporate entity, or his or her agent or attorney, at any reasonable time. These provisions are important for two reasons.

First, members are granted a statutory right to examine corporate records for whatever reason deemed significant. This right is brought to light by inclusion within these by-laws for a right unknown is a right not exercised.

Second, LA Rev. Stat. 12:264A & B impose substantial penalties for the failure to maintain the records of the corporate entity at its registered office as well as the refusal to allow examination of corporate records by a voting member. These penalties may be imposed upon the corporation, its officer, director, or agent who violates the applicable provisions of LA Rev. Stat. 12:224.

ARTICLE X – MEETINGS

Section 1 – Annual Meeting

Subsection 1A - An annual meeting of the membership of the Club, with a quorum of at least twenty-five members entitled to vote, shall be held no later than 31 December to elect the Directors who will serve for the next Rotary year.

Subsection 1B - The Directors of the Club shall be elected in the manner provided within Article V, Section 2 through and including Subsection 2C.3.

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.

Section 2 – Membership Meetings

Subsection 2A - The membership of the Club, with a quorum of at least twenty-five members entitled to vote, 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 shall meet at least once each month 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

Subsection 4A - The business of this Club shall be conducted at the foregoing meetings by voice vote or a show of hands.

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.

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, and 5) associate. Memberships which are individual, corporate, and couples 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.

REASONS FOR THE REVISIONS

LA Rev. Stat. 12:210(C) “A corporation organized solely on a non-stock basis shall not issue shares of stock. Non-shareholding membership may be evidenced by certificates of membership.”

LA Rev. Stat. 12:210(G) provides that membership may not be transferable nor heritable unless authorized by the articles of

incorporation. The Club articles contain no provision for transfer or inheritance of membership.

The provisions of Section 4 reflect the requirements of Article X of the Club's articles and appear in compliance with the provisions of LA Rev. Stat 12:218A, B & C. Section 224A provides that dues or assessments or both may be levied upon the members only in accordance with the authority conferred by either the articles or by-laws. Section 224B provides for the imposition of dues and assessments of differing amounts upon differing classes of membership. However, within each class of members, the dues and assessments must be uniform. Section 224B further provides for the method of levying and collecting of dues and assessments within corporate articles. Section 224C, as does Article X, provides that membership may be cancelled or suspended for nonpayment subject to reinstatement.

Finally, Section 5 implements the provisions of LA Rev. Stat. 12:210(H) which empowers a non-profit corporation to exclude from further membership any member who fails to comply with rules and regulations implemented for the governance of the members...

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 22B - 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, membership card, and new member Rotary literature.

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

Subsection 3C - The 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.

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 30 - 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:

4D.a - A spouse or a partner or a sibling is a member of the Club.

4D.b - Resides at the same home address.

4D.c - Dues and fees for all members are billed and paid for in a single invoice.

4D.d - 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.

2C.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.

2C.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.
- 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.

President, Abbeville Rotary Club

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.

Secretary, Abbeville Rotary Club