

**ROTARY CLUB OF SAN ANTONIO MISSION TRAIL****BYLAWS**

Adopted August 2018

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## **ARTICLE I DEFINITIONS**

1. **Definitions.** The following terms have the meanings prescribed herein:
  - (a) **Board.** "Board" means the Board of Directors of the Club.
  - (b) **Club.** "Club" means the Rotary Club of San Antonio Mission Trail.
  - (c) **Director.** "Director" means a member of the Board.
  - (d) **Honorary Member.** "Honorary Member" means a person elected by the Members pursuant to Section 8.6.
  - (e) **Member.** "Member" means a member, other than an Honorary Member, of the Club.
  - (f) **Quorum.** "Quorum" means one-third of the Members of the Club or a majority of the Directors of the Board.
  - (g) **RI.** "RI" means Rotary International.
  - (h) **Rotary Year.** "Rotary Year" means a 12-month period that begins on 1 July and ending 30 June of the following year.
  - (i) **Fiscal Year.** "Fiscal Year" means the period from 1 July to 30 June.

## **ARTICLE II BOARD OF DIRECTORS**

2. **Governing Body.** The affairs of the Club are managed by the Board of Directors.
- 2.1. **Directors.** The Board consists of the President, Immediate Past President, President Nominee, President-Elect, Secretary, Treasurer, and two Directors at Large.
- 2.2. **Elections and Terms of Office.**
  - (a) **Nominations.**
    - (i) A nominating committee composed of a Quorum of the Board will meet no later than the second week of November to nominate individuals for election to the Board. Voting will be conducted during the first Club meeting in December.
    - (ii) The nominated slate of Board members will include one or more nominees for President, President-Elect, Secretary, Treasurer, and two Directors at Large.

- (iii) The nominated slate of Board Members must be published to the Members by mail, hand delivery, or electronic mail 10 days prior to the election.

**(b) Elections.**

- (i) Elections will be held in a December membership meeting during which members may nominate "write-in" candidates in addition to the slate of candidates nominated by the nominating committee.
- (ii) A secret ballot must be used for all contested positions.
- (iii) The candidate who receive a majority of the vote for each office is declared elected to that office.

**(c) Terms of Office and Vacancy.**

- (i) The Board serves for one Rotary Year, commencing on 1 July immediately following their election, except for the President.
- (ii) The President shall be elected not more than two (2) years and not less than eighteen (18) months prior to taking office as President. The President shall serve as the President Nominee upon election and will take the title of President Elect on 1 July immediately following election. The President shall take office on 1 July of the Rotary Year immediately following a Rotary Year spent as President Elect.
- (iii) A vacated Board position, other than Immediate Past President, will be filled by a club selection when three or more months remain in the term of office. Such club election will occur at the first regularly scheduled club meeting following the vacancy. Candidates will be nominated to fill the vacancy during such club meeting. A secret ballot must be used for all contested positions.
- (iv) A Board vacancy will be filled by a vote of the remaining Board members if less than three months remain in the term of office.
- (v) A vacancy in the position of Immediate Past President shall be filled by the Member that most recently held the office of Immediate Past President.

**2.3. Duties of the Board.**

- (a) **President.** The President shall preside at Club and Board meetings.
- (b) **Immediate Past President.** The Immediate Past President shall serve as a Director.

- (c) **President Elect.** President Elect shall preside at Club and Board meetings in absence of the President, prepare for the President Elect's year in office, and serve as Director.
- (d) **Director at Large.** The Director at Large shall attend Club and Board meetings.
- (e) **Secretary.** The Secretary shall keep membership, meeting, and attendance records.
- (f) **Treasurer.** The Treasurer shall oversee all funds, provide the Board with timely financial reports, provide annual accounting of funds, and complete and file IRS 990 in July.
- (g) **Additional Duties.** Board members may perform additional duties as assigned.

### **ARTICLE III MEETINGS**

- 3. **Annual Meeting.** The first Club meeting held in December will be designated for elections for the officers and directors who will serve for the next Rotary Year.
- 3.1. **Club Meetings.** The regular weekly meetings of the Club are held on Tuesday at 7:30 a.m. A 10-day notice of any change or cancellation of the regular meeting must be given to all Members.
- 3.2. **Board Meetings.** Board meetings are held each month. Special meetings of the Board may be called with a 3-day notice by the President or upon the request of two Directors.

### **ARTICLE IV FEES AND DUES**

- 4. **Admission Fee.** The admission fee shall be \$35 US Dollars, or as otherwise voted by the Board. Any changes to the admission fee must be voted on by the Board and updated in the Bylaws. The Admission fee must be paid before an applicant can qualify as a Member.
- 4.1. **Membership Dues.** Membership dues consist of RI per capita dues, subscription fees to the Rotary magazine, District per capita dues, Club annual dues, and any other RI or District per capita assessment. Club annual dues shall be in the amount of \$175.00 US Dollars. Membership dues shall be payable in accordance with the policies of the Club as established by the Board. Dues of current Members are delinquent after 30 June.

## **ARTICLE V METHOD OF VOTING**

5. The business of the Club is conducted by voice vote or show of hands except for the election of officers and Directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

## **ARTICLE VI COMMITTEES**

6. **Purpose.** Club committees coordinate to achieve and evaluate the Club's annual and long-range goals.
- 6.1. **Club Committees.** The Club will have the following committees:
  - (a) Membership;
  - (b) Administration;
  - (c) Service;
  - (d) Rotary Foundation; and
  - (e) Additional committees as appointed by the Board as needed
- 6.2. **President.** The President is ex officio a member of all committees and, as such, shall have all the privileges of membership in such committees.
- 6.3. **Committee Action.** Except where special authority is given by the Board, committees may not take action until a report has been made and approved by the Board. The President or the Board will refer additional business to a specific committee as needed.
- 6.4. **Committee Chair.** Each committee chair is responsible for regular meetings and activities of the committee, will supervise and coordinate the work of the committee, and will report to the Board on all committee activities.

## **ARTICLE VII FINANCES**

7. **Annual Budget.** Prior to each Fiscal Year, the Board prepare an annual budget of estimated income and expenditures.

- 7.1. **Financial Institution.** The Treasurer will deposit all Club funds in financial institution(s) designated by the Board.
- 7.2. **Bills.** Bills are paid by the Treasurer or another authorized officer. Checks over the sum of \$500 require the approval and signature of two authorized officers or Directors.
- 7.3. **Annual Review.** An annual review of the financial transactions for the past Rotary Year will be completed by a qualified audit committee during July. Audit results must be reported to the Board and the Members no later than 1 August.
- 7.4. **Annual Statement.** An annual financial statement of the Club will be provided to the Members.

## **ARTICLE VIII METHOD OF ELECTING MEMBERS**

8. **Candidates.** A Member may provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.
- 8.1. **Requirements.** The Board will ensure that the candidate meets all RI membership requirements.
- 8.2. **Time for Approval.** The Board shall approve or reject the candidate's membership within 30 days of receiving a proposal for membership and shall notify the proposer of its decision.
- 8.3. **Approval.** If the decision of the Board is favorable, the prospective member is invited to join the Club, educated about RI and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the Club.
- 8.4. **Election to Membership.** A person is elected to membership if (1) a membership proposal is received and approved by the Board, (2) no Member submits a written objection, including reasons for the objection, to the Board within seven days after members have been notified of the approved proposal, and (3) the Club admission fee is paid. If an objection has been filed with the Board, the Club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.
- 8.5. **Honorary Members.** The Club may elect Honorary Members proposed by the Board by a vote of the Members.

**ARTICLE IX  
RESOLUTIONS**

9. Any resolutions or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a Board meeting, they shall be sent to the Board without discussion.

**ARTICLE X  
AMENDMENTS**

10. These Bylaws may be amended at any regular Club meeting. Changing these Bylaws requires that written notice be sent to each member 10 days before the meeting, that a Quorum be present for the vote, and that two-thirds (2/3) of the votes support the change. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws and the Rotary Code of Policies.