**Amended and Restated Bylaws**
**of the Rotary Club of Beaumont**
**(As of June 3, 2009; amended 9/26/12)**

**Article I Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

**Article 2 Board**

The governing body of this club shall be the board consisting of up to 19 members of this club, namely, the president, vice-president, president-elect, immediate past president, secretary, treasurer, the sergeant-at-arms and 12 directors elected in accordance with article 3, section 1 of these bylaws.

**Article 3 Election of Directors and Officers**

**Section 1** – The nominating and election committees for the board of directors shall be composed of the three most recent past presidents of the club, the incumbent chairs of the club administration and service lanes and two members appointed by the president from the club at large who are not incumbent Directors or Past Presidents, but who are active in attendance and participation. It shall meet in November to nominate qualified candidates for election to the board of directors, and shall conduct the election. The number of nominees shall be at least eight. The names of the nominees shall be drawn by lot for random placement on a ballot which shall contain at least two additional blank lines. Members shall be privileged to nominate from the floor at the annual meeting additional nominees for director, provided such nominees meet the qualifications set forth in Section 2 of this Article 3. No seconding speeches or discussion shall be permitted. Members of the club shall vote for four of the nominees, at the annual meeting of the club. The four candidates receiving the highest number of votes shall be declared elected subject to the limitations set forth in Section 2 of this Article 3. Ties shall be resolved by lot. Each group of four directors elected annually shall serve for a term of three years.

**Section 2** – Nominees for director shall have been members of the club for at least two years, and shall have rendered at least one major service to the club. No one may serve more than three consecutive years as director, other than those serving as an officer for the year of that officer's term.

**Section 3** – The officers and directors, so elected, shall constitute the board.

**Section 4** -- At the call of the past president who served as president three years earlier, all past presidents of the club who are active members shall meet not later than December 15, and shall elect from the club membership a president-nominee to serve the year after the incumbent president-elect succeeds to the position of president, provided that the president-nominee shall have been a director elected by the membership at some time previous to his or her election. If the past president who has served as president three years earlier is not available or willing to serve, or whose membership status is inactive, the meeting shall be called by the next more senior past president (i.e., president four years earlier, etc.) who is available and willing to serve. The meeting may be attended by the incumbent president and executive director who may participate in the meeting, but are non-voting members. Prior to taking office as president, the president-elect shall have appointed from the membership a vice president, a secretary, a treasurer and a sergeant-at-arms to serve during the year in which he or she will serve as president. Each officer appointed by the president-elect need not have been elected as a director for the year in which he or she serves in office.

**Section 5** – A vacancy in the board shall be filled by action of the remaining directors. A vacancy in the position of any director-elect shall be filled by action of the remaining directors-elect

**Section 6** – A vacancy in the position of any officer, except the president-elect, shall be filled by appointment of the president. A vacancy in the office of president-elect shall be filled promptly in the manner set out in Article 3, Section 4 above for election of the president-elect.

**Article 4 Duties of Officers**

**Section 1 –** *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

**Section 2 –** *President-elect*. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3 –** *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president, to chair the standing committee on programs, and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 4 –** *Secretary*. It shall be the duty of the secretary to supervise the maintenance of club membership records; regularly review the club's procedures for recording attendance at meetings, as well as the sending out of notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; supervise the collection and remittance of RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 5 –** *Treasurer*. It shall be the duty of the treasurer to chair the finance committee, to regularly review the financial transactions of the club, accounting for them to the club at board meetings and at any other time upon request made by the president or the board, and to perform other duties as pertains to the office of treasurer.

**Section 6 –** *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 7** – Except for the secretary and the sergeant-at -arms, no officer may succeed himself.

**Section 8** – Some of the duties that usually pertain to an office may be delegated to the club's executive director under the supervision of the officer usually responsible for such duties, with regular review of the duties so delegated by the officer and the board.

**Article 5 Meetings**

**Section 1 –** *Annual Meeting.* An annual meeting for the election of directors shall be held during December in each year at the call of the president, at which time the election of four directors to serve for a 3-year term shall take place.

**Section 2 –** *Club Assemblies.* Assembly meetings of the club members may be called from time to time by the president to consider club business that the president deems to be more appropriate for consideration outside the context of a regular weekly meeting of the club. One such assembly meeting of the club members shall be held not later 15 June in each year, at which time the goals, plans and activities of the president-elect for his/her ensuing year as president shall be presented. Any business that may be conducted at a regular weekly meeting of the club may be conducted at the club assembly meeting provided that the quorum requirements for a regular weekly meeting are met. Other business of the club may be conducted at the club assembly meeting upon notice to the members. Notice of a club assembly meeting shall be announced at not less than two (2) regular weekly meetings of the club and published in at least two (2) Rotarygrams or other notices of regular weekly meetings.

**Section 3 –** The regular weekly meetings of this club shall be held on Wednesday at noon.
Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

**Section 4** – All members excepting an honorary member (or member excused pursuant to the club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) 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 club constitution, article 9, sections 1 and 2.

**Section 5 –** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 6 –** Regular meetings of the board shall be held once each month at the call of the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 7 –** A majority of the directors shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1 –** An admission fee in an amount established by the board shall be paid before an applicant can qualify as a member, except as provided for in the club constitution, article 11.

**Section 2 –** Membership dues shall be in an amount established by the board, which dues shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Dues may be prorated for a portion of a semi-annual period at the discretion of the board.

**Article 7 Method of Voting**

The business of this club shall be transacted by voice vote except the election of directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

**Article 8 Service Lanes**

Rotary's Four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. For purposes of better organizing those Avenues of Service within this club, those avenues of service will be directed through five service lanes. Those five service lanes are the Administration Lane, the Membership Lane, the Service Lane, the Public Relations Lane, and the International Lane. This club will organize its committee activities within those five service lanes. The president-elect is responsible for appointing lane chairs, and conducting planning meetings with those lane chairs prior to the start of the year in office.

**Article 9 Committees**

**Section 1** – Club committees are charged with carrying out the annual and long-range goals of the club based on the five Service Lanes. Standing committees should be appointed within the various lanes for the following purposes or activities, and with the committee structure developed by the president-elect from among existing standing committees or such other committee structure as the president-elect may desire to initiate for his or her term:

- Membership Lane – Committees that develop and implement a comprehensive plan for the recruitment and retention of members. The classifications committee shall be a standing committee of the Membership Lane.
- Public Relations Lane – Committees that develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- Administration Lane – Committees that conduct activities associated with the effective operation of the club. The programs committee and the finance committee shall be standing committees of the Administration Lane.
- Service Lane – Committees that develop and implement educational, humanitarian, and vocational projects that address the needs of our community.
- International Lane – Committees that develop and implement educational, humanitarian, and vocational projects that address the needs of communities in other countries and to support the goals of The Rotary International Foundation through both financial contributions and program participation.

Additional standing ad hoc committees may be appointed as needed.

**Section 2** – The president-elect and the lane chair should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect and the lane chair are responsible for appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that each committee chair have previous experience as a member of the committee. Each committee chair shall be responsible for recruiting a vice chair and committee members.

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

**Section 4** – Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

**Section 5** – Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

**Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. Each committee will consider the president's goals for each service lane and each committee when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

**Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

**Article 12 Finances**

**Section 1 –** Prior to the beginning of each fiscal year, the club finance committee shall prepare a budget of estimated income and expenditures for the ensuing year, including proposed requests for service projects to the club's foundation. The treasurer shall present the proposed budget to the board for approval prior to the beginning of such fiscal year. When approved by the board, such budget shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

**Section 2 –** All club funds shall be deposited in a bank named by the board.

**Section 3 –** All bills shall be paid only when approved by two officers or directors.

**Section 4 –** All financial transactions of the club shall be reviewed by a certified public accountant once each month.

**Section 5 –** Officers and staff having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club. The cost of each bond shall be borne by the club.

**Section 6 –** The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Article 13 Method of Electing Members**

**Section 1 –** The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The club secretary shall refer the proposal to the classifications committee which committee shall consider the eligibility of such proposed member from the standpoint of classification and declare the proposed classification proper or improper.

**Section 3** – After making a determination that the proposed classification is proper, the classifications shall make a due investigation of the character, business, social standing and general eligibility of the person proposed for membership. The classifications committee shall then proceed to vote and if no more than one negative vote is cast by the members of this committee, the name of the proposed member shall be considered eligible and so recommended to the board. The classifications committee shall then report to the board the action it has taken thereon.

**Section 4** – The board shall then review the action of the classifications committee and sustain or reject its decision or refer it back to the classifications committee for further consideration and action.

**Section 5** – If the classifications committee has reported adversely upon the name of the newly proposed member and the board has sustained the action, the proposer shall be so notified by the secretary.

**Section 6** – If the classifications committee has reported favorably upon the name of the proposed member and the board has sustained the action, the secretary shall notify the proposer.

**Section 7 –** If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 8 –** If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within ten (10) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 9 –** Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI, and the new member will be required to attend the club's new member orientation meeting, and meet such other requirements for membership as may be prescribed by the board that are consistent with the constitution of this club and with the constitution and bylaws of RI.

**Section 10 –** The club may elect, in accordance with the club constitution, honorary members proposed by the board.

**Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

**Article 15 Charitable Appeals and Subscriptions**

Appeals for charitable or other subscriptions addressed to the club or its members as Rotarians shall not be permitted to be made to the club or in proximity to its meeting place without having been referred to and sanctioned by the board.

**Article 15 Order of Business**
Unless otherwise adopted by the president, the following basic order of business will be observed during club meetings:

Meeting called to order.
Introduction of visitors.
[Minutes of preceding meeting – board meeting.]
[Financial reports – board meeting.]
Correspondence, announcements, and Rotary information.
Committee reports if any.
[Any unfinished business – board meeting.]
[Any new business – board meeting.]
Speaker or program.
Adjournment.

**Article 16 Amendments**
These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.