Rotary
Rio Grande Rotary of Las Cruces

Bylaws of the Rotary Club of Las Cruces - Rio Grande

January 2020

Article 1 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.
6. Exec. Committee:	Pres., Pres. elect., Past pres., Secretary, Treasurer
7. E.R.E.Y.	Every Rotarian Every Year

Article 2 Board

The governing body of this club shall be the board consisting of 12 members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, sergeant at arms and the 6 directors elected in accordance with article 3, section 1 of these bylaws. Each director will be elected to oversee one of the main committees in accordance with article 10. In the event this club forms a Satellite Club, the Satellite Club shall select one of their members to serve as a liaison to this club's board. This will increase the total number of board members to 13.

Article 3 Election of Directors and Officers

Section 1 -The election of directors and officers for the following Rotary years will be held by December 31. At a regular meeting one month prior to the meeting for election of officers the presiding officer shall ask for nominations by members of the club for president, president-elect, secretary, treasurer, sergeant at arms, and directors. The nominations shall be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, secretary, treasurer and sergeant at arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the

president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 - A vacancy in the board or any office shall be filled by action of the remaining board.

Section 3 -A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining board-elect.

Article 4 Duties of Officers

Section 1 - *President.* It shall be the duty of the president to serve as a director and 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 - *Immediate Past President.* It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 - *President -elect.* It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 - *Secretary.* It shall be the duty of the secretary to serve as a director and to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, 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; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. The secretary shall act as bookkeeper of the club's funds. The treasurer shall oversee this work.

Section 5 - *Treasurer.* It shall be the duty of the treasurer to serve as a director and to oversee all funds, and provide accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. The treasurer is responsible for arranging an annual review, by a non-board member, of the financial records the club.

Article 5 Meetings

Section 1 - *Annual Meeting.* An annual meeting of this club shall be held by December 31st of each year, or at such other time as shall be determined by the board, with any change to be made only in case of circumstances which preclude a successful meeting on the normally appointed day, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – *Regular Meetings*. The regular weekly meetings of this club shall be held on Tuesday at 12 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the meeting of this club or at any other Rotary club. This club must meet at least twice per month. (Constitution Art. 7)

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Regular meetings of the board shall be held once a month at place and set at a time to be determined at the annual planning meeting for the new Rotary year by the directors and officers. 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 5 -A majority of all directors and officers shall constitute a quorum of the board.

Section 6 – The executive committee shall meet no less than twice a year or when a meeting is called by a member of the executive committee.

Section 7 - *Remote attendance*: Remote, telephonic attendance of regular meetings, annual meetings, and board meetings is allowed at the discretion of the president. Those so participating count toward quorum, can participate in discussion, and can vote as if physically present.

Section 8 - *Email voting*: Voting via email, or similar telephonic methods, is allowed to deal with proposals that would otherwise be discussed and voted on during regular meetings, annual meetings, or board meetings. The procedure for email voting is as follows: 1) The

proposal to be voted upon is distributed to the club membership eligible to vote not less than 48 hours prior to the vote to allow for comment. 2) Following the 48-hour discussion period, email voting is to be open for not less than 24 hours. 3) The president may waive the 48-hour discussion period of they view doing so to be in the best interest of the club.

Section 9 - The business of this club shall be transacted by *viva voce* vote. The board may determine that a specific vote be considered by ballot rather than by *viva voce* vote.

Article 6 Attendance

Section 1 - *General Provisions.* Each member should attend this club's regular meetings and engage in the club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting. A member can make up for an absence in any of the following ways:

(a) *Make ups during the existing Rotary Year*. If, within the existing Rotary Year (July 1 through June 30), the member:

(1) attends at least 60 percent of the regular meeting of another club; or

(2) attends a regular meeting of a sponsored club, i.e., Interact, Rotaract; Satellite Club; or

(3) attends a convention of RI or a Rotary district conference or other Rotary sponsored meeting; or

(4) is present at the usual time and place of a regular meeting or meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or

(6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or

(7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation; or

(8) observes eClub presentations for at least 30 minutes.

Section 2 - *Excused absences*. A member's absence shall be excused if:

(a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the board for a period of

time beyond the original twelve months; or

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least 20 years, and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 3 - Attendance *Records*. When a member whose absences are excused under the provision of subsection 2(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 2(a) attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Section 4 - *Perfect Attendance.* A member shall be considered to have perfect attendance if:

(a) the member attends all regular meetings of this club; or

(b) the member attends regular meetings and has approved make-ups for any absences.

Article 7 Fees and Dues

Section 1 - The admission fee, to be set as required by the board of directors, shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution.

Section 2 - The membership dues, to be set as required by the board of directors, payable quarterly on the first day of July, October, January and April, with the understanding that a portion of each semiannual payment shall be applied to each member 's subscription to the RI official magazine. The board of directors may adjust the admission fee and membership dues from time to time as necessary to adequately meet the financial responsibilities of the club.

Section 3 - Each active member will be billed $25.00 quarterly to be sent to the Rotary Foundation in the member's name as a donation for Every Rotarian Every Year.

Section 4 - The board of directors may assess other charges as deemed necessary.

Article 9 Avenues of Service + Operating Policies

Section 1 - The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service,

International Service, and Youth Service. This club will be active in each of the Avenues of Service.

Section 2 – This Club shall operate its meetings, activities and events in compliance with the current Rotary International District 5520 Youth Protection Policies.

Article 10 Board of Directors and Key Committees

The Board of Directors is charged with carrying out the annual and long-range strategic goals of the club by overseeing the work of the following key committees. The president-elect, president, and immediate past president will work together with the club directors to ensure continuity of leadership and succession planning. When feasible, the director will ask committee members to serve on the same committee for three years to ensure consistency. The president-elect shall work with each director in appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing directorships will be elected annually as follows:

- Membership Director
  This committee will develop and implement a comprehensive plan for the recruitment and retention of members.

- Public Image Director
  This committee will develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- Club Administration Director
  This committee will conduct activities associated with the effective operation of the club.

- Service Projects Director
  This committee will develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries:

- The Rotary Foundation Director
  This committee will develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- New Generations Director

This committee will develop and implement plans to support members under 40 years of age and all youth services to include but not limited to: Youth Exchange, Rotary Youth Leadership Award, Rotary Students of the Month, 4 Way Test Essay Contest and any other youth-oriented programs.

- Satellite Club Liaison
  This member will represent the Satellite Club on this club's board.

Additional ad hoc committees may be appointed as needed.

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

(b) 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.

(c) 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 11 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 reference appropriate RI materials and the Avenues of Service 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 12 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 no longer than twelve months.

Article 13 Finances

Section 1 - Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – All club funds shall be deposited in a bank recommended by the treasurer and approved by the board.

Section 3 - All bills shall be paid by an authorized officer. All checks of $700 or more must be signed by two officers (either the president, president-elect, past-president, secretary or treasurer). Financial statements will be provided monthly and reviewed by the board quarterly, or at other periods as requested by the board.

Section 4 - A thorough review of all financial transactions by a non-board member qualified person shall be made once each year.

Section 5 -The fiscal year of this club shall extend from 1 July to 30 June, and the collection of members' dues shall be quarterly. The payment of per capita dues and RI official magazine subscriptions shall be made as required by RI.

Article 14 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 board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 - The board shall approve or disapprove the proposal within 15 days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 4 - 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 5 - If no written objection to the proposal, stating reasons, is received by the board

from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person , 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 6 - Following the election, the membership director shall arrange for the new member's induction, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the membership director will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. Honorary members do not pay dues, vote or hold office.

Article 15 Duration of Membership

Section 1 – Membership shall continue during the existence of this club unless terminated as hereinafter provided.

(a) Termination – Non-payment of Dues.

Any member failing to pay dues within thirty (30) days after the prescribed time shall be emailed a past due notice by the secretary at the last email the member provided. If the dues are not paid within 10 days of the date of the past due notice, membership may terminate, subject to the discretion of the board.

(b) Termination – Non-attendance

If a member fails to attend as required in Article 6, the member's membership may be subject to termination unless the board consents to such non-attendance for good cause.

(c) Termination – Consecutive Absences.

Unless otherwise excused by the board for good and sufficient reason, each member who fails to attend or make up four consecutive regular meetings may be informed by the board that a member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

(d) Termination – Other Causes.

The board, by a majority vote, may terminate the member's membership for other causes as defined in the club's constitution, Article 13, Section 5.

Section 2 – The board may reinstate a terminated member to membership upon the former member's petition and payment of all indebtedness to the club.

Article 16 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 17 Amendments

These bylaws may be amended by a vote of two-thirds of the voting members present at any regular meeting, at which a quorum (one-third of the voting members Art. 5. Sec.3) are present, provided that notice of such proposed amendment shall have been emailed 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 standard Rotary club constitution and with the constitution and bylaws of Rotary International.

Article 18 Satellite Club

This club may sponsor a Satellite Club in accordance with the policies, guidelines and rules set forth by Rotary International.

Approved this 7th day of January 2020.

_/S/ Nikki A. MacDonald_____

President