

THE ROTARY CLUB OF HOUMA

BYLAWS OF THE ROTARY CLUB OF HOUMA

Revised September 2016

ARTICLE I – Definitions

1. **Board:** The Board of Directors of the Rotary Club of Houma.
2. **Director:** A member of the Rotary Club of Houma's Board of Directors.
3. **Member:** A dues-paying member of the Rotary Club of Houma, other than an Honorary Member.
 - a. Honorary member is defined according to the Rotary Club of Houma's Constitution, Article 10, Section 6.
4. **Quorum:** A minimum of one-third of the total Club membership for Club voting. A quorum of the Board shall be over 50% of the combined Directors and Officers. A quorum of the College of Past Presidents shall be no less than 7 past presidents.
5. **RI:** Rotary International.
6. **Year:** The Rotary year shall be the 12-month period beginning July 1.
7. **College of Past Presidents:** All Past Presidents of the Rotary Club of Houma who are active members in good standing in the Rotary Club of Houma.
8. **Board Member-Elect:** Any Officer or Director who has been duly elected by the Club, but whose term has not yet begun.
9. **Majority:** A number exceeding 50.0%.

ARTICLE II – Board of Directors

Section 1 – The governing body of this club shall be the Board of Directors, consisting of 15 members of this club, namely 10 directors, the president, president elect/vice-president, secretary, treasurer and the immediate past president.

Section 2 – Each member of the Board of Directors shall have been an active member in good standing of the club for two (2) or more years prior to assuming office.

Article III – Elections and Terms of Offices

Section 1 – The Club, at its Annual Meeting, shall elect Officers and Directors for the succeeding Rotary year.

Section 2 – The College of Past Presidents and up to three (3) additional active members, who may be appointed by the president, shall serve as the Nominating Committee and shall present its nominations for Officers and open Director positions to the Board no later than the first Wednesday in November each year.

Section 3 – The Board shall present, in writing, the list of nominees to the Club no later than the second Wednesday of November.

A. Individual Club members may make additional nominations, provided such additional nominations are in writing and presented to the Club Secretary at any time during the succeeding 2 weeks, but in no case later than the fourth Wednesday in November.

Section 4 – The entire list of nominees shall be presented to the club in writing at the Club's Annual Meeting at which time the election of Officers and Directors shall be conducted, provided that a quorum of the club membership is present and voting.

Section 5 – The candidate for each office who receives a majority of votes of those present shall be elected to that office. In the event that no candidate receives a majority of the votes cast, the 2 candidates receiving the most votes shall be presented to the club for a vote. The candidate receiving a majority of votes shall be declared elected to that office.

A. The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Prior to taking office on July 1 and after their election the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 6 – Any vacancy on the Board of Directors, including that of an Officer, shall be filled by action of the remaining members of the Board.

Section 7 – Any vacancy of any officer-elect position or director-elect position shall be filled by action of the remaining members of the Board.

Section 8 – The President's term shall be for one year.

Section 9 – The Immediate Past President shall serve for a term of one year immediately following serving as President.

Section 10 – The President Elect/Vice President's term shall be one year.

Section 11 – The Secretary's term shall be one year.

Section 12 – The Treasurer's term shall be one year.

Section 13 – The Directors' terms shall be as follows:

There shall be staggered terms of office for Directors such that four (4) of the directorships shall be up for election each year. Three of the four (4) directors shall be for three (3) year terms and one (1) director shall be for a one (1) year term. One (1) of the three (3) year

directorships elected each year shall be reserved exclusively for a past president who is not the immediate past president.

The system for staggered terms of office shall be implemented as follows: At the first meeting of the Board of Directors after the Rotary Club of Houma has adopted these bylaws there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, four (4) board members shall have an initial term of one year, one (1) of whom shall be a past president who is not the immediate past president; three (3) board members shall have terms of two (2) years, one (1) of whom shall be a past president who is not the immediate past president; and three (3) board members shall have terms of three years, one (1) of whom shall be a past president who is not the immediate past president. The minutes of this board meeting shall show the results of the drawing and the club membership shall be notified of the results at its next weekly meeting immediately following the drawing.

Thereafter, nine (9) Directors elected shall serve terms of three (3) years and one (1) director shall be elected to serve a term of one (1) year. A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate the position for at least one year before seeking re-election to another term.

Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or two-year term), shall not be considered to have served a full three-year term for purposes of the limits on more than two successive terms.

ARTICLE IV – Duties of Officers and Board

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

Section 2 – President Elect/Vice-President. It shall be the duty of the President Elect/vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to his/her office, including preparation for the Presidency.

Section 3 – Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July

1st of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to *The Rotarian*, and perform such other duties as usually pertain to this office.

Section 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to this office. Upon his retirement from his office he shall turn over to his successor or to the president all funds, books of accounts or any other club property in his possession.

Section 5 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the president or the board.

Section 6 – Immediate Past President. The Immediate Past President shall serve on the Board of Directors and other such duties as may be prescribed or directed by the President or Board.

Section 7 – Director. A Director shall attend club and Board meetings and other such duties as usually prescribed for this office.

Section 8 – Board Attendance. Any board member missing two consecutive unexcused board meetings shall be removed from the board.

ARTICLE V – Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held in December of each year at which time the election of officers and directors to serve for the ensuing Rotary year shall take place.

*(NOTE: Article 8 Sec. 2 of the Standard Club Constitution provides that “An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the by-laws of this club.)

Section 2 - Regular Meetings. The regular weekly meetings of the club shall be held on Wednesday at 12:00 noon. Reasonable due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club.

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

Section 4 – Regular meetings of the board shall be held on the first Wednesday of the month, each month at a time and place as

determined by the President. Special meetings of the board, shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 5 – A majority of the board members shall constitute a quorum of the board.

Section 6 – All meetings of the Board shall be conducted according to the most recent version of Robert's Rules of order.

Section 7 - All Business meetings of the Club shall be conducted according to the most recent version of Robert's Rules of order.

ARTICLE VI – Fees and Dues

Section 1 – An admission fee, as established by Rotary International and/or the Rotary Club of Houma, shall be paid in full before an applicant can qualify as a member. The admission fee may be zero.

Section 2 – Membership dues shall consist of Rotary International per capita dues and fees, subscription fees to The Rotarian and/or Rotary Regional magazine, District 6200 per capita dues and fees, Rotary Club of Houma annual dues and fees and any other Rotary International, Rotary District or club per capita assessment. Club annual dues, which shall include the cost of meals and any special assessments as determined by the Board or the club, shall be assessed at an amount determined by the Board and approved by the General Membership. Membership dues shall be payable in accordance with the policies of the club as established by the Board and communicated to the General Membership.

ARTICLE VII – Method of Voting

All business of this club and its Board shall be transacted by voice-vote except the election of officers and directors, which may be by ballot and, the Board, at its option, may vote on new member proposals via email.

ARTICLE VIII Committees

Section 1 – Club Committees:

- A. The president shall, subject to approval by the board, and no later than the first Board meeting of his/her term, appoint the following Standing Committee chairs and members:
 1. Club Administration
 2. Membership
 3. Public Relations

4. Rotary Foundation

5. Service Projects

B. The duties and responsibilities of each of the standing committees shall be in accordance with those established and recognized by Rotary International and the Rotary Club of Houma.

C. The President Elect/Vice President shall announce to the Board and the incoming Board his/her choices for Committee Chairpersons of the standing committees no later than the regularly scheduled Board meeting held in June of each year.

Section 2 – Additional Committees. The President may appoint, subject to Board ratification, additional committee Chairpersons and committee members as may be needed.

Section 3 – Committee Membership of President. The President shall be an Ex-officio member of all committees.

Section 4 – Committee Actions. Except where special authority is expressly given by the Board, committees shall not take action until a report has been made to and approved by the Board. The President shall refer additional, relevant business to a specific committee as may be required.

Section 5 – Committee Meetings. Each Committee Chairperson shall be responsible for scheduling, attending and presiding over the 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 meetings and activities.

ARTICLE IX – Finances

Section 1 – Annual Budget. At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. Said budget shall be presented to the general membership for ratification.

Section 2 – Accounts. The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided as to Club Operations, service projects and savings and investments.

Section 3 – Payment of Rotary Club of Houma's Accounts Payable. All accounts payable shall be paid by the Treasurer or other authorized officer when approved by 2 other officers or directors. All bills shall be paid using Rotary Club of Houma checks which must be signed by the Treasurer and one additional authorized signatory.

Section 4 – Officers and any signatories of the club having charge or control of funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 5 – Annual Review. An annual review of all prior year financial transactions shall be undertaken in July each year by a qualified person or entity engaged by and authorized by the Board. The Board shall receive and review the annual review's findings no later than its regularly scheduled September meeting. The results shall then be presented to the Club Membership within a reasonable time, but in no case later than September 30. None of these requirements may be waived without the express approval of the Board and written notification to the general membership.

Section 6 – Annual Financial Statement. An annual financial statement for the prior Rotary year shall include a balance sheet and those additional documents as authorized by the Board and shall be presented to the general membership each year no later than September 30.

Section 7 – Fiscal Year. The fiscal year begins on July 1 each year and ends on June 30.

ARTICLE X– Method of Electing Members

Section 1 – Active Members (including additional active members).

- D. The name of a prospective member, proposed by an active, senior active, or past service member of the club or by the membership committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential as otherwise provided in this procedure.
- E. The board shall request the membership committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, character, business and social standing, and general eligibility.
- F. The board shall consider and approve or disapprove the recommendations of the membership committee and shall then notify the proposer, through the club secretary, of its decision.
 - 1. Membership proposals made to the Board may be voted on by voice vote or by email. Email voting shall follow these standards:
 - a. Once the Membership committee has submitted its report to the Board, the membership committee shall submit all information in its possession regarding the proposed member to the Board in an email transmission. All

attachments contained in said email shall be in a non-editable PDF format.

2. Board members will then have 48 hours in which to discuss the proposal. The time-stamp of the email notification shall determine the start of the 48-hour discussion period.
 3. At the conclusion of the 48-hour discussion period, Board members will be notified by the membership chairman to vote via email. Board members then have 24 hours in which to cast a vote.
 4. Board members may vote with one of the following responses:
 - a. Approve
 - b. Disapprove
 - c. Abstain
 5. The membership committee shall tally all votes and the Board shall be notified of the results within 12 hours after the voting deadline.
 6. Votes received outside of the time-frame parameters stated in Article X, Section 1(c)1(c) shall not be valid.
 7. The proposed new member must receive no less than a majority of the votes of a quorum of the Board of Directors to be approved for submission to the general membership for consideration.
 8. The individual Board member votes on each new member proposal and the total result of the vote shall be reported to the Board at its next meeting and shall be included in the Board's minutes of that meeting. Board members not submitting an emailed vote or abstention shall be recorded as absent for purposes of the minutes.
 9. The email voting process may be halted by any Board member making such request, provided that the 24-hour voting period has not expired. The request must be made by email to all Board members. The President shall then schedule a Board meeting for the express purpose of considering the new member proposal, at which meeting the Board shall either approve or disapprove the proposal.
- G. If the decision of the Board is favorable, the prospective member's name and classification shall be presented to the club for its consideration. Provided no written objection to the proposal stating reasons for the objection, is received by the board from any member of the club within 10 days following announcement of the

name of the prospective member, the proposer, together with one or more members of the Board, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be announced to the club. The prospective member upon payment of his admission fee, as prescribed in Article VI of these bylaws, shall be considered to be elected to membership. The proposed member shall have 30 days from notification to accept membership in the club, after which time the offer of membership shall be withdrawn.

- H. Should any written objection be received by the Board within the 10-day comment period, the president shall call a special meeting of the Board to consider such objection. The proposed member's proposer and the member(s) making the written objection shall also be invited to attend the special Board meeting. The objection shall be reviewed by the Board and a determination made to either reject the objection or to bring the objection to the club membership for its consideration. In the event that the objection is not rejected by the Board, the Board shall submit the proposed new member's name, along with a copy of the objection, to the general membership for a vote. The meeting at which this vote is held shall be closed to non-members during the discussion and vote. Provided that a quorum is present and after appropriate discussion has been held, the vote shall be held immediately. The majority vote shall prevail. Should the objection be upheld by the Club vote, the proposed member shall not be offered membership. Provided that the objection is rejected by the vote of the Club, the proposed member shall be considered elected to membership and shall be notified according to Article X Section 1 (d) of these bylaws.

ARTICLE XI– Resolutions

- Section 1** – No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

ARTICLE XII – Amendments

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