

CONSTITUTION

of the ROTARY CLUB of
SOUTHWEST ABILENE, TEXAS, U.S.A.

ARTICLE 1 NAME

The name of this club shall be Abilene Southwest Rotary Club.

ARTICLE 2 LOCALITY

The locality of this club shall be Greater Abilene, Texas, U. S. A.

ARTICLE 3 through ARTICLE 12

These portions of the Club Constitution may be found in the Rotary International Manual of Procedure, 2007.

BY – L A W S
of the
ABILENE SOUTHWEST ROTARY CLUB
Abilene, Texas, U.S.A.

ARTICLE 1 MEETINGS

SECTION 1. REGULAR MEETINGS. The regular meetings of this Club shall be held each Tuesday at noon. Due notice of any change in, or cancellation of, the regular meeting shall be given to all members of the Club.

SECTION 2. ANNUAL MEETING. An Annual Meeting of this Club shall be held at a regular meeting of the Club no later than the 31st day of December , at which time the election of directors shall take place. One third of the membership of the Club shall constitute a quorum at the Annual Meeting. All members shall be notified of this meeting in order to guarantee a quorum.

SECTION 3. ROTARY YEAR. The Rotary Year shall be from July 1st to June 30th.

ARTICLE 2 BOARD OF DIRECTORS

SECTION 1. MEMBERS. The governing body of this Club shall be the Board of Directors, hereinafter referred to as the Board, which shall consist of the following directors: eight (8) members-at-large, elected in accordance with Article 3, Section 1 of these By-Laws: the President, the President-elect, the immediate Past President. the Secretary, the Treasurer (or the Secretary-Treasurer), and the Sergeant-at-Arms.

SECTION 2. MEETINGS OF THE BOARD. The Board shall meet at least once each month. Special meetings of the Board may be called by the President whenever deemed necessary or, upon request of two members of the Board, due notice having been given. A majority of the Board shall constitute a quorum.

SECTION 3. Tenure for directors shall be for a period of two years, except for the President and President-Elect, who shall remain on the Board until the completion of their offices.

SECTION 4. All votes of this Board shall require a simple majority of those present.

ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. A nominating committee, appointed by the President at least two weeks prior to the Annual Meeting, shall present at the Annual Meeting at least four (4) nominees for membership on the Board. Additional nominations may be made by members of the Club from the floor. The names of the nominees shall be placed on a ballot and voted on at the Annual Meeting, and the four candidates receiving the highest number of votes shall be declared elected.

Section 2. The Board, including the Directors-Elect, shall, at the next meeting of the Board after the Annual Meeting, elect from its membership a President-Nominee, a Secretary and a Treasurer (or Secretary-Treasurer). At this same meeting the Board shall also elect a Sergeant-at-Arms who may or may not be a member of the Board. If not a member of the Board, however, the Sergeant-at-Arms, when so elected, shall become a member of the Board for the duration of the Rotary year.

Section 3. A vacancy in the position of any officer, officer-elect, director, or director-elect, shall be filled by action of the Board, and shall serve out the term of the person replaced.

ARTICLE 4 DUTIES OF OFFICERS

SECTION 1. PRESIDENT. It shall be the duty of the President to preside at the regular meetings of the Club and at the meetings of the Board, and to exercise such other leadership duties as ordinarily pertain to the office.

SECTION 2. PRESIDENT-ELECT. It shall be the duty of the President-Elect to preside at the meetings of the Club and at the meetings of the Board in the absence of the President, and to perform such other duties as ordinarily pertain to the office. He/she shall also, subject to the approval of the Board, appoint all committee chairs to serve during his/her term as President.

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, the 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 ordinarily 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 monthly and at any other time upon demand of the Board, and to perform such other duties as ordinarily pertain to this office. Upon retirement from this office the Treasurer shall turn over to the successor or the President all funds and books of account.

SECTION 5. SECRETARY-TREASURER. When it is desired, or when circumstances warrant it, the offices of Secretary and of Treasurer may be combined into one office, that of Secretary-Treasurer, who shall have all the responsibilities of and perform all the duties of the Secretary and the Treasurer as outlined in Section 3 and Section 4 above.

SECTION 6. EXECUTIVE SECRETARY. The Club may employ the services of a salaried Executive Secretary whose duties shall be all of the aforementioned duties of the Secretary and the Treasurer, except for recording the minutes of the meetings of the Board. The Executive Secretary shall attend all of the meetings of the Club, but if not a member of the Club shall be an ex-officio member of the Club.

SECTION 7. If an Executive Secretary is employed, the Secretary and the Treasurer (or the Secretary-Treasurer) shall be responsible for the work done and for the duties of the Executive Secretary, and shall supervise the Executive Secretary in recording attendance, etc., at all meetings of the Club and accounting of the Club's funds.

SECTION 8. SERGEANT-AT-ARMS. It shall be the duty of the Sergeant-at-Arms to be responsible for all of the physical equipment and properties of the Club. Duties shall be such as are ordinarily prescribed for the office, and such other duties as may be prescribed by the President of the Board.

ARTICLE 5 FEES AND DUES

SECTION 1. The Admission Fee shall be as recommended by the Board and approved by the Club, and shall be paid before the applicant can qualify as a member.

SECTION 2. The membership dues shall be as recommended by the Board and approved by the Club, payable quarterly in advance, upon receipt of a billing for same. Each member's dues shall include an annual subscription to THE ROTARIAN magazine.

SECTION 3. Each member shall pay for meals. Members shall also pay for meals missed because of absence from the meeting, unless the member made up attendance at another Rotary Club meeting or other approved Rotary function, or such absence excused as provided in the Club Constitution.

ARTICLE 6 BUSINESS OF THE CLUB

SECTION 1. Usual business of the Club shall be transacted only by the Board.

SECTION 2. Other business of the Club may, at the option of the President, be transacted at a regular meeting by voice vote.

ARTICLE 7 AVENUES OF SERVICE

The Avenues of Service are the philosophical and practical framework for the work of this Club. The avenues are:

1. Club Service.
2. Community Service.
3. Vocational Service.
4. International Service.

ARTICLE 8 COMMITTEES

SECTION 1. The following committees shall be standing committees and the chairs shall be from among the members of the Board.

1. Club Administration. This committee shall conduct activities associated with the effective operation of the Club.
2. Membership. This committee shall develop and implement a plan for recruitment and retention of members.
3. Service Projects. This committee shall develop and implement educational, humanitarian, and vocational projects which address the needs of this community and communities in other countries.
4. Public Relations. This committee shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
5. Rotary Foundation. This committee shall develop and implement plans to support the Rotary Foundation through both financial contributions and program participation.

SECTION 2. Other committees may be appointed by the President during the Rotary Year, as needed, on particular phases of the four Avenues of Service.

SECTION 3 . To accomplish continuity of committee activity, the President-Elect may consider appointing members to repetitive terms.

SECTION 4. The President shall be an ex-officio member of all committees and, as such, shall have all the privileges of member ship thereon.

SECTION 5. Each committee shall transact such business as is delegated to it in these By-Laws, 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 to the Board and approved by the Board.

ARTICLE 9 MEMBERSHIP

SECTION 1. Qualifications for, and kinds of, membership shall conform with Article 7, Membership ,of the Club Constitution.

SECTION 2. This Club shall have two kinds of membership: active and honorary, in conformance with Article 7 of the Club Constitution.

SECTION 3. METHOD OF ELECTING MEMBERS

- (1) The name of a prospective member to fill an open classification, having been proposed by a member in good standing, shall be submitted first to the Secretary (or the Secretary-Treasurer) on a standard form known as the Proposal Form. The Proposal Form shall be retained in the office of the Secretary (or Secretary-Treasurer). The Proposal Form shall be kept confidential—even from the proposed member.
- (2) The name of the prospective active member shall then be referred to the appropriate committee, or committees, for classification and for the investigation of the character, business, social standing, and general eligibility of the prospective member. The committee, or committees, shall report their findings to the Board through the Secretary (or the Secretary-Treasurer).
- (3) The Board shall then review the action of the committee, or committees, sustain or reject their decisions, or refer the prospective member's name back to the committee, or committees, for further consideration or action. The proposer shall be informed immediately of the action of the Board.
- (4) Upon notification of favorable action of the Board, the proposer shall contact the proposed member and invite that person to a meeting of the Rotary Information Committee to be informed of the purposes of Rotary and the privileges and responsibilities of membership in the Abilene Southwest Rotary Club. The prospective member will then be requested to sign the Membership Proposal Form and permit his or her name to be read to the Club.
- (5) If no written objection to the proposal, stating reasons for the objection, is received by the Board from any member of the Club within seven (7) days following announcement of information about the prospective member, that person, upon payment of the admission fee, shall be considered to be elected to membership.
- (6) Following such election, the President shall arrange for the new member's induction and further orientation, and the Secretary (or Secretary-Treasurer) shall issue a membership card to the new member, and shall report such action to Rotary International.

ARTICLE 10 CLASSIFICATIONS

SECTION 1. Each member of the Club shall have a classification in accordance with the member's business or profession.

SECTION 2. The Club may have up to five members with the same classification, in accordance with Art. 8, Sect. 2 of the Club Constitution.

SECTION 3. Members who are retired shall not be included in the number of members in a classification.

ARTICLE 11 ATTENDANCE

SECTION 1. Each member must attend or make up at least fifty percent (50%) of the regular meetings of this Club in each half of the Rotary year and attend at least thirty percent (30%) of these meetings in this Club in each half of the Rotary year, in keeping with Article 12, Section 4, of the Club Constitution.

SECTION 2. Absences may be made up by attending a meeting of another Rotary club or other authorized Rotary function at least fourteen (14) days before or after the absence.

SECTION 3. LEAVE OF ABSENCE. Upon written application to the Board, setting forth good and sufficient cause, a 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. The Treasurer (or Secretary-Treasurer) shall deposit all funds of the Club in a bank approved by the Board.

SECTION 2. All bills shall be paid only by checks signed by the Treasurer (or Secretary-Treasurer), the Executive Secretary, or the President. A thorough audit of all the Club's financial transactions shall be made once each year by a certified public accountant or other qualified person selected by the Board.

SECTION 3. Officers having charge of, or control of, funds shall give bond as may be required by the Board for the safe custody of the funds of the Club. Cost of bond to be borne by the Club.

SECTION 4. The fiscal year of this Club shall be the same as the Rotary Year. The payment to Rotary International of per capita dues and magazine subscriptions shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

SECTION 5. At the beginning of each fiscal year the President , the Treasurer (or Secretary-Treasurer) and the Executive Secretary, if any, shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which shall be approved by the Board. The Board shall review monthly the actual revenue and expense items as compared with the budgeted amounts.

ARTICLE 13 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 regular meeting, shall be referred to the Board without further discussion.

ARTICLE 14 AMENDMENTS

These By-Laws may be amended at any regular meeting of the Club provided a quorum is present, by a two-thirds vote of all members present. The proposed amendment shall have been provided to each member of the Club at least ten (10) days before the 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.