

BYLAWS
Bylaws of Rotary Club of San Antonio

ARTICLE I
Board of Directors

Section 1. Composition. The Board of Directors shall consist of sixteen (16) Directors as follows: President, President-Elect and thirteen (13) additional members of the Club elected as provided herein (two of which shall serve as Vice-President and Secretary/Treasurer). The Young Members Board (YMB) president shall serve as a voting member.

Section 2. Governing Body. The Board shall be the governing body of the Club and shall set policies and procedures for the Club. The Board shall annually consider and adopt an annual budget setting forth authorized personnel positions, salaries for these positions, and expenses and amounts authorized to be spent for each of these categories.

Section 3. Vacancy. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the Board.

Section 4. Advisory Directors. The immediate Past-President and the Sergeant-at-Arms shall be non-voting, ex-officio advisory directors to the Board.

Section 5. Removal: Without extenuating circumstances board members or Officer shall be removed from the board if three meetings are missed.

ARTICLE II

Election of Directors and Officers

Section 1. Qualifications. The following qualifications shall govern all nominations for officers and directors:

- (a) No Past President of the Club shall be eligible for President;
- (b) The President-Elect may be selected from the membership of the Board or from the general membership of the Club;
- (c) The Vice-President and Secretary/Treasurer shall be members of the Board of Directors at the time of their nomination;
- (d) Any member of the Club shall be eligible for Sergeant-at-Arms;

(e) No member shall serve more than two (2) consecutive years as a director unless they are elected to an officer position;

(f) No member may serve more than one (1) year in any officer position.

Section 2. Nominations of Officers.

(a) Nomination of President-elect nominee. A committee composed of the incumbent President, President-elect, the two immediate past presidents and two additional past presidents chosen at random shall recommend to the Board for the Board's approval, a nominee(s) for President-elect. The incumbent president shall be chair of the committee. At the time of nomination, the President - elect nominee should be a member of Rotary for at least seven (7) years and commensurate Rotary experience and have served as Chair of a Committee and on the RCSA Board. The seven year requirement can be waived with the approval of the president elect nominating committee and the board.

(b) Nomination of Officers. The President-elect shall present his/her recommendations for all other officers to the Board for its approval (Vice-President, Secretary/Treasurer and Sergeant-at-Arms).

(c) Nomination of Directors. A slate of nominees for the thirteen (13) directors (excluding the President, President-elect and the YMB President) shall be nominated as follows:

(i) eight (8) nominees shall be nominated by a committee composed of the two most recent past presidents of the Club, the President, the President-elect and three members-at-large selected by the immediate past president who is chair of the committee (none of whom shall be current Directors).

(ii) three (3) nominees shall be selected from the current Board by the nominating committee under (i) above ("Carryover Directors").

(iii) two (2) shall be the President-elect's nominees for Vice-President and Secretary/Treasurer (to be selected from the current Board).

Section 3. Elections. Once all nominations are made, the Board shall call for an election of all officers and directors to be held on or before December 31st of the year preceding the Rotary year when such officers and directors will take office.

Section 4. Publication. The nominations for club officers and directors shall be communicated to each voting member of the Club prior to the election by publication in the *Wheel* or other form of notice.

Section 5. Voting. Following notice, the nominations for officers and directors shall be presented to the membership by the presiding officer either through reading the names of the slate of nominees or by printed ballot. Following presentation of the slate of nominees, the presiding officer shall call for nominations from the floor. Nominations from the floor must be seconded by at least three members before becoming eligible for placement on the ballot. If no nominations are made from the floor, the Club may vote by voice on the slate of nominees presented. If the slate of nominees receives a majority vote, it shall be declared elected.

If nominations are received from the floor and are accompanied by the required number of seconds for any director or officer position, the presiding officer shall call for a separate vote, either by voice or by show of hands, for each contested office. Upon request of twenty-five (25) active members expressed at the meeting, the vote shall be by secret ballot. The candidate receiving the majority of votes cast for any contested office shall be declared elected.

Section 6. Taking Office. The officers shall take office automatically at the conclusion of the Rotary year during which they were elected.

ARTICLE III

Duties of Officers

Section 1. President. It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to his/her office.

Section 2. President-Elect. It shall be the duty of the President-Elect to attend meetings of the Club and Board of Directors meetings and to perform such other duties as ordinarily pertain to his/her office.

Section 3. Vice-President. It shall be the duty of the Vice President or his/her designee, who is a current board member, to attend all YMB meetings as the liaison to the YMB from the Board of Directors, and to perform such others duties as ordinarily pertain to his/her office

Section 4. Treasurer. It shall be the duty of the Treasurer to supervise the affairs of the Club relating to finance and membership.

Section 5. Executive Director. The President is responsible for employing and dismissing the Club's Executive Director subject to ratification of such actions by the Board of Directors. The Executive Director shall serve as the chief administrative officer under the direction of the Board of Directors and supervision of the President. It shall be the duty of the Executive Director to manage the Club and perform such Club duties as directed by the Board of

Directors acting through the President, including, but not limited to the following:

a) 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 (i) the semi-annual reports of membership which shall be made to the Secretary of Rotary International on January 1st and July 1st of each year, (ii) the report of changes in membership, which shall be made to the Secretary of Rotary International, and (iii) 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;

b) have custody of all funds, accounting for same to the Club at its annual meeting and at any other time upon request by the Board of Directors.

The Executive Director shall direct and conduct the administrative, fiscal, and clerical operations of the Rotary Club in accordance with the Constitution of the Rotary Club of San Antonio, the Bylaws of the Rotary Club of San Antonio, and the objectives and policies established by the Board of Directors. The Executive Director shall have authority to employ, supervise, and dismiss all personnel authorized in the annual budget and shall measure the performance of subordinate personnel and make compensation recommendations to the Board for subordinate personnel.

It shall be the duty of the Executive Director to devote his or her entire time to the service of the Club. The Executive Director shall attend all meetings of the Club and Board. The salary of the Executive Director shall be fixed by the Board of Directors. The Executive Director and other regularly paid employees of the Club shall not be eligible for the Board of Directors or members of the Club but may attend Board meetings.

Section 6. Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the Board of Directors.

Section 7. Young Members Board President. It shall be the duty of the YMB President to serve as a member of the Board of Directors; report on the activities of the YMB and under 40 (U40) membership and to perform such other duties as may be prescribed by the President of the Board.

ARTICLE IV

Meetings

Section 1. Annual Meeting. The annual meeting of this Club shall be held not later

than the thirty-first (31st) day of December in each year at the call of the Board, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

Section 2. Weekly Meetings. The regular weekly meetings of this Club shall be held as follows: every Wednesday at noon; however, the President or the Board, at their discretion, may:

- a) change the regular meeting of any week to a different day of the same week, or to a different hour of the regular day, or to a different place; or
- b) cancel the regular meeting of any week.

Notice of any such changes in, or canceling of, the regular meeting shall be given to all members of the Club.

Section 3. Quorum.

- a) Membership. One-fifth (1/5th) of the membership shall constitute a quorum at the annual and regular meetings of this Club.
- b) Board. One-third (1/3rd) of the Board shall constitute a quorum.

Section 4. Board Meetings. Regular meetings of the Board of Directors shall be held at least once each month on specified days to be selected by the President at the beginning of the Club year. Special meetings of the Board shall be called by the President whenever deemed necessary or upon request of four (4) members of the Board after notice.

ARTICLE V

Fees and Dues

Section 1. Admission. The admission fee shall be set by the Board from time to time.

Section 2. Annual. The membership dues shall be set by the Board from time to time, payable annually on the first (1st) day of July. Membership dues are not transferable.

Section 3. Meal Plan. In addition to the dues herein above provided, each member is required to enroll in the mandatory meal plan with the exception of members over 65 or qualify for Rotary's Rule of 85 (age + years of service = 85) who may choose to opt out of the plan. Exemptions are made by the Board on an individual basis. Charges may be pro-rated to the next appropriate meals period. Meal plans are not transferable.

Section 4. Refunds. No refund of any fee, dues, or meal plan is permitted unless

special circumstances exist as determined by the Board.

ARTICLE VI

Method of Voting

The business of this organization shall be transacted by voice vote unless otherwise required by the membership.

ARTICLE VII

Committee Organization

Section 1. Committees.

Club Service

Community Service

International Service

Vocational Service

Past Presidents Committee

Section 2.

- a) Committee Organization. The President shall, subject to the approval of the Board, annually appoint committees necessary to carry out Rotary's commitment of "Service Above Self" in the five Service areas. Such committee structure shall include such committees or areas of service requested by Rotary International.
- b) Membership. The President shall appoint all Chairs of committees and shall seek the advice of the President-Elect in the selection of Vice-Chairs, all subject to the approval of the Board. Notice of the committee structure and purpose shall be delivered to each member and his or her participation in committees shall be encouraged. The President shall be an ex-officio, non-voting member of all standing and special committees and, as such, shall have all the privileges of membership thereon.
- c) Young Members Board. The YMB shall be responsible for recruiting, organizing

and creating a new class of members under 40 each year, organizing a task for the new class to complete, and helping maximize the opportunities that are currently in place for service work. In addition, as requested by the President or Board of Directors, the YMB shall, in consultation with the large club Board of Directors, help create more opportunities for service work.

- d) Past Presidents Committee. The Past Presidents Committee shall consist of all past presidents of the Rotary Club of San Antonio.

ARTICLE VIII

Duties of Committees

Section 1. Club Service. Its responsibility is to supervise and co-ordinate the work of those committees designated by the President and the Board that promote “the development of acquaintance as an opportunity for service,” generally known as “club service”, deemed necessary for the internal administration of club affairs.

Section 2. Community Service. Its responsibility is to supervise and coordinate the work of those committees designated by the President and the Board that initiate, develop and complete projects designed to improve the community. The group of committees under Community Service urges every Rotarian to apply the “idea of service” to his or her personal, business and community life.

Section 3. International Service. Its responsibility is to supervise and coordinate the work of those committees designated by the President and the Board whose purpose is to involve members of the club in an effort to advance international understanding, good will and peace.

Section 4. Vocational Service. Its responsibility is to supervise and coordinate the works of those committees designated by the President and the Board to assist the members of the club in vocational service activities. The goal of vocational service is to find new ways to further the recognition of the worthiness of all useful occupations and dignifying occupations as an opportunity to serve society, e.g., youth mentoring, legal services, Rotary means business, donation of business services)

Section 5. Youth Service. Its responsibility is to supervise and coordinate the works of those committees designated by the President and the Board to assist the members of the club in youth service activities including Interact, Rotaract and Youth Exchange.

ARTICLE IX

Special Funds

Section 1. The Rotary Club of San Antonio Foundation. The Rotary Club of San Antonio Foundation was incorporated in January 1962 (the "Club Foundation"). The Club Foundation acquires funds solely by the means of contributions made by the members and friends of the Club. Funds so provided shall be expended only for programs which fulfill the purpose and implement *The Objects of Rotary* through the ideal of service as a worthy enterprise. This policy shall be the means by which Rotary's fundamental philosophy of service is translated into practice.

The Foundation is defined by a letter from the Internal Revenue Service dated April 16, 1965 as a "Charitable-Educational Organization" described in Section 501 (c) (3) of the Internal Revenue Code. All authorizations by the Board and the committees of the Club for expenditures of Club Foundation funds shall be held within the confines of said definition and the IRS Code.

All awards, gifts, gratuities, scholarships, aids, etc., whether in time and effort, material and equipment or facilities, and/or financial form, shall be appropriately announced, identified and publicized as a Rotary sponsored and/or supported activity. It is a fundamental requirement for funding all committee projects that Rotary's identity and sponsorship shall be established and publicized.

All fundraising activities of any committee in the club must be submitted to and approved by the board of directors before any such activities may be undertaken. All monies raised from such fundraising activities shall be directed to The Rotary Club of San Antonio Foundation for appropriate disbursement as determined by the Board of Directors.

The Board of Directors shall budget and appropriate funds for authorized and assigned projects and activities. Disbursement of the funds shall be approved by the Board.

The Board may permanently or temporarily restrict funds in the Club Foundation. Such restrictions prohibit the expenditure of such funds unless the terms of such restrictions are satisfied.

The Executive Director shall receive and review all requests for funds. Where a request falls within the purview of this policy, it shall be presented to the Board of Directors for consideration. The President shall insure that the directions of the Board are carried out in accordance with all other policies governing the Club's operation.

Section 2. Youth Educational Foundation ("YEF"). The Rotary Club of San Antonio, Inc., organized in 1921 and incorporated in 1929 the YEF to further the educational support of

our community. The YEF is a 501(c) 3 and manages the investments for both the YEF Funds and the Sam J. Riklin Rotary Diploma Plus Funds. YEF shall work together with the Board to ensure the objectives of the Club and Rotary International are met.

ARTICLE X

Finances

Section 1. Accounting. The Executive Director shall deposit all funds of the Club in banks to be named by the Board of Directors. The Board shall set such restrictions as it deems appropriate for the expenditure of Club funds, including a check authorization procedure.

Section 2. Audit. An audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

Section 3. Bonds. Officers having charge or control of funds may obtain a bond or insurance as may be required by the Board of Directors for the safe custody of the funds of the Club, with cost of the bond or insurance to be paid by the Club. This is now included in the mandatory insurance provided by Rotary International.

Section 4. Fiscal Year. The fiscal year of this Club shall be from July 1st to June 30th, and for the collection of members' dues shall be divided into two semiannual periods extending from July 31st to December 31st, and from January 1st to June 30th, quarterly on July 1, October 1, January 1 and April 1 or monthly on the first of each month provided funds are submitted electronically.

Section 5. Budget. Prior to the beginning of each fiscal year, the incoming President and his or her 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.

Section 6. Rotary Conventions The Club shall pay reasonable expenses for the President-elect and the Executive Director to travel to the yearly Rotary International Convention. The Club will pay hotel, airfare and registration expenses for the president elect to attend the RI Convention, Large Club Conference and PETS. The board will set the amount annually. The Club will pay a reasonable per diem, hotel, airfare and registration expenses for the Executive Director to attend the Large Club Conference. All expenses must be presented to the Board for approval prior to booking any travel. The President-elect will present a report on the Convention to the Board upon his/her return.

Section 7. Discretionary Expenses. The President shall have the authority to disburse Club funds without Board approval up to \$2,500. Any request for funds over \$2,500 must be approved by the Board.

ARTICLE XI

Membership

Section 1. Active Members.

- a) Proposals for Membership may be made by any member of the Club, with the endorsement of one other member, on an application known as the Membership Proposal, adopted by the Board of Directors. Membership classification principles traditionally used by Rotary International to identify broad and varied individuals and professions for admission into Rotary are encouraged.
- b) The Board of Directors shall refer each proposal for membership to the Admissions Committee, which shall consider the eligibility of such proposed member from the standpoint of character and reputation, and shall return the Confidential Membership Proposal together with its information to the Executive Director.
- c) If the Admissions Committee has reported favorably upon the newly proposed member, the Board shall order published in *The Wheel of Fortune* a notice giving the name of the proposed member, the type of membership, and the name and address of the firm he or she would represent, together with his or her position in that firm. All voting members shall be advised by this notice that they have seven (7) days from the date of the notice in which to file with the Board of Directors written and signed objections to the election of the proposed member.

If less than ten (10) objections are filed, and if in the opinion of the Board of Directors further investigation or reversal of the Board's previous approval is not warranted, then the Board shall officially declare the proposed member elected as a member of the Rotary Club of San Antonio.

If ten (10) or more objections are filed, the Board of Directors shall either reconsider its former action approving the proposed member or cause the name of the proposed member to be placed on a ballot and presented to the Club. If three-fourths (3/4ths) or more of the ballots cast are in favor of the proposed member, he/she shall be declared elected to membership; and

- d) Immediately following the election of a new member, he/she shall be brought before the New Member Orientation Committee and shall be given a complete understanding of Rotary International, its history, its objectives, its program, the

history, traditions, accomplishments and program of the Rotary Club of San Antonio, the benefits and responsibilities of membership, particularly making clear both the financial and attendance requirements of membership, so that the proposed member may have sufficient knowledge to intelligently and seriously consider his or her application for membership.

Section 2. Honorary Member. The Board may consider noteworthy individuals to be elected as Honorary Members of the Club on such criteria as it deems appropriate.

Section 3. Removal of Members

- a) Any member of the club may be removed from the club for any of the following reasons:
 - I. Violation of the club's constitution, bylaws, rules, or policies.
 - II. Conduct that is detrimental to the club's reputation, mission, or objectives.
 - III. Failure to pay dues or other financial obligations to the club.

- b) The procedure for removing a member of the club is as follows:
 - I. A written complaint against the member must be submitted to the club board, stating the reason(s) for removal and providing evidence to support the complaint.
 - II. The club president must notify the member of the complaint and give them an opportunity to respond in writing within 10 days.
 - III. The club president must convene a meeting of the board to review the complaint and the response, and to vote on whether to remove the member or not. A two-thirds majority of the board is required to remove a member.
 - IV. The club president must inform the member of the outcome of the vote within 7 days.
 - V. The member has the right to appeal the decision to the Past President's Committee within 10 days of receiving the notice. The appeal must be in writing and state the grounds for appeal.
 - VI. The club president must call a special meeting of the Past President's Committee to hear the appeal and to vote on whether to uphold or overturn the decision of the board. A simple majority of the Past President's Committee is required to overturn the decision.
 - VII. The decision of the Past President's Committee is final and binding.

VIII. Prorated dues will be refunded to the member.

ARTICLE XII

Attendance

Member shall be encouraged to actively participate in weekly meetings and other Rotary activities such as socials, service projects and committee work.

ARTICLE XIII

District Conferences and International Conventions

This Club shall be represented at each District Conference and International Convention by the required number of electors and delegates in accordance with the Club's membership as provided in the Constitution and Bylaws of Rotary International, and they shall be selected as follows:

- a) Electors and Alternates to the District Conference shall be selected by the Board of Directors following the annual meeting of the Club and at least five (5) days prior to the conference; and
- b) Delegates and Alternates to the International Convention shall be selected by the Board of Directors following the annual meeting of the Club and at least fifteen (15) days prior to the convention.

ARTICLE XIV

Resolutions

No resolution or motion to commit this Club on any material policy issue shall be considered by the Club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter shall submit its recommendation to the Club. Having received the recommendations of the Board, the Club may then proceed to take such action as may seem proper to the majority.

ARTICLE XV

Order of Business

Parliamentary practice in Club, Board and Committee meetings shall be in accordance with Robert's Rules of Order.

ARTICLE XVI

Amendments

These Bylaws may be amended at any regular meeting in which a quorum is present, by a two-thirds (2/3rds) vote of all members present, provided that notice of such proposed amendment shall have been sent by mail, fax, email, or other forms of notice 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's Constitution and with the Constitution and Bylaws of Rotary International.

ARTICLE XVII

Young Members Board (YMB)

The Board incorporates herein the current version Young Members Board Bylaws. The Board shall ratify any changes or amendments to the Young Members Board Bylaws after the Young Members Board has approved of such changes. After approval by the Board, the amended Young Members Board Bylaws will become incorporated into the Board Bylaws as the current version of the Young Members Board Bylaws.

ARTICLE XVIII

Strategic Planning

Strategic Planning Review. The President shall lead the Board in a review of the strategic plan in January to track progress and again in May/June to track results for the year. The Board is encouraged to update the plan as needed.