

**BYLAWS OF THE ROTARY CLUB OF ROSWELL NEW MEXICO  
AMENDED APRIL 2002  
AMENDED OCTOBER, 2009**

**ARTICLE I – BOARD OF DIRECTORS**

Section 1: The governing body of this Club shall be a Board of eight (8) Directors, six of whom shall be elected by the Members in accordance with these By-Laws. The seventh member shall be the President who shall be elected by the Board and the eighth member shall be the Immediate Past President, each of whom shall be entitled to vote. Additional members of the Board may be elected by the Board as provided in Article II, Section 2.

**ARTICLE II – ELECTION OF DIRECTORS AND OFFICERS**

Section 1: The Board shall consist of eight (8) club members in good standing, being:

1. Past President
2. President
3. President Elect
4. Five (5) Directors who are allocated by seniority on the Board, as Chairman Of the various Avenues of Service, set forth at Article VII of the By-Laws.

Except for the President Elect, who will automatically move to the office of President at the expiration of the current President's term, the term of the other Board members in one (1) year. An individual may be elected for an additional term on the basis of Board seniority as Officer or Director in reverse priority as set forth above, with the newest Board member serving as Chairman of International Service and moving up to Past President during his eight (8) year term.

In addition, the Board shall appoint the following officers:

1. Secretary
2. Treasurer
3. Sergeant-at-Arms

Both the Secretary and Treasurer shall serve and be compensated at the discretion of the Board. The term of the appointment of Sergeant-at-Arms is annual.

Section 2: An election for Officers and Directors shall be held one week prior to the Club's annual meeting. Preparatory for the election, the Board will appoint a Nominating Committee which will make its report to the General Membership at the December meeting. After receiving the report of the Nominating Committee, the President will accept nominations from the floor, and proceed with the election.

Section 3: Elected individuals will begin their term of office on July 1 of the succeeding year. Between annual meetings, if a Board vacancy occurs, the Board will fill such vacancy by appointment until the next annual election.

Section 4: The conduct of the Officers and Board members, shall, at all times be in accordance with the best interest of the Club and principals of Rotary, and may be removed for just cause, by a majority vote of the general membership at a regular or special meeting.

### **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 office.

Section 2: President-Elect. It shall be the duty of the President-Elect to preside at meetings of the Club in the Absence of the President and to perform such other duties as ordinarily pertain to his office.

Section 3: Treasurer. It shall be the duty of the Treasurer to have custody of all funds and account for them to the Club at the end of each year and at any other time upon demand by the Board of Directors. Upon retirement, the Treasurer shall turn over to his or her successor, or to the President, all funds, books of accounts, records and all other Club property in his or her possession.

Section 4: 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 records and minutes of such meetings, make the required reports to Rotary International including the semiannual reports of membership, the report of changes in membership which shall be made to the 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, and perform such other duties as pertain to his office.

Section 5: Sergeant-at-Arms. The Sergeant-at-Arms shall be appointed by the President with the approval of the Directors, and the duties shall be such as are usually prescribed for this office, and such other duties as may be prescribed by the President of Board of Directors.

### **ARTICLE IV – MEETINGS**

Section 1: Annual Meeting. The annual meeting shall be held on the second Thursday in December in each year, at which time the election of Directors to serve for the ensuing year shall take place. Provided however, that a majority of the Club may at least one month prior to the annual meeting move the annual meeting date to another Thursday in December.

Section 2: The regular weekly meetings of the Club shall be held on Thursday of each week beginning at 12:15 pm. Provided that in an emergency or for good cause, the Board of Directors may change the regular meeting of any week to a different day or to a different hour of the regular day, and provided that due notice of such changes is given to all members. Format of meetings are subject to the desire of the President with approval of the Board.

Section 3: All members excepting an honorary member, or members excused by the Board of Directors pursuant to Article VIII, Section 2(b) of the Standard Rotary Club Constitution on the day of the regular meeting must be counted as present or absent and

attendance must be evident by the member being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or any other Rotary Club or as otherwise provide in the Standard Rotary Club Constitution, Article VIII, section 1.

Section 4: A majority of the Membership shall constitute a quorum at the annual meeting and regular meetings of the Club.

Section 5: Meetings of the Board of Directors shall be held on the call of the President or any three Directors.

Section 6: A majority of the Board members shall constitute a quorum of the Board of Directors.

#### **ARTICLE V – FEES AND DUES**

Section 1: The admission fee shall be determined by the Board of Directors and be paid before the applicant can qualify as a member.

Section 2: The membership dues shall be such amount per month as is set by the Board of Directors, payable on the first Thursday of each quarter in advance, and shall include the luncheon fee, and in addition shall include each member's subscription to **The Rotarian Magazine**.

#### **ARTICLE VI – METHOD OF VOTING**

The business of this organization shall be transacted by via voice vote except the election of Directors which shall be by ballot as provided in these By-Laws.

#### **ARTICLE VII – AVENUES OF SERVICE AND COMMITTEES**

Section 1. (a) The President, subject to the approval of the Board of Directors, shall appoint Members of the Board to serve as Directors of the Avenues of Service based on seniority on the Board in the following order:

Fiscal Service. Committees: Budget, Student Loans and Scholarships, Investment Review, Gus Winter Foundation, and Planned Giving

Club Service. Committees: Attendance, Prayer and Remembrance, Roterrier, Presidents, Fellowship/Entertainment, Bylaws Review, Historical and Election

Vocational Service. Committees: Four Way Test/Ethics and Occupation Information

Community Service. Committees: Museum, Projects, Intra-City Golf, RYLA, Music, Public Relations, Interact, Rotary Memorial and Youth Student Guests

International Service. Committees: International Youth Exchange, Twin Club/Community Service and Rotary Foundation

(b) President-Elect. The President-Elect shall be in charge of the Membership Development, Classifications, Program, and Rotary Information Committees.

(c) The President shall, subject to the approval of the Board of Directors, appoint the Chair, Vice Chair, and members of some or all of the Committees named above, and additional Committees as the Board may deem necessary for the internal administration of Club affairs.

(d) The President shall be an ex-officio member of all standing and special committees and, as such, shall have all the privileges of Membership thereon.

Section 2. Each committee shall transact such business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take final action until a report has been made to the Board and approved by it.

Section 3. The President and the Board of Directors, shall prepare a comprehensive plan of activities for the Club and shall supervise and coordinate the activities of the various committees under the five Avenues of Service, so as to develop throughout the Club a wider and fuller understanding of the aims and objects of Rotary, and so as to provide the Club with a comprehensive and coordinated program of activities.

#### **ARTICLE VIII – LEAVE OF ABSENCE**

Upon written application to the Board of Directors, 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. Such leave of absence does operate to prevent a forfeiture of membership, but does not operate to give the Club of the member credit for the member's attendance. Unless a member attends a regular meeting of some other club or makes ups for an absence, the excused member must be recorded as absent except that absence authorized under the provisions of Article VIII, Section 2.b. of the standard Rotary Club Constitution, is not computed in the attendance record of the Club.

#### **ARTICLE IX – FINANCES**

Section 1. The Treasurer shall deposit all funds of the Club in financial institutions named by the Board of Directors.

Section 2. All bills shall be paid only by check with each check being signed by the Treasurer or one Director designated by the Board and by the Treasurer and one Director, or two Directors, designated by the Board if the check is for \$1,000.00 or more. An audit of the finances of the Club shall be made when required by the Board by some auditor who is not a member of the Club.

Section 3. Officers having charge or control of funds shall give bond if required by the Board of Directors for the safe custody of the funds of the Club with the cost of bond being paid by the Club.

Section 4. The fiscal year of this Club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita tax and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> 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 Board of Directors shall prepare or cause to be prepared a budget of estimated income and expenditures for the year which when approved by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

## **ARTICLE X – METHOD OF ELECTING MEMBERS**

Section 1. The name of a prospective member, having been proposed by an active member in good standing, shall be submitted first to the Secretary on a form known as the Proposal Card. A transferring or former member of another Club may be proposed to active membership by the former Club with the proposal being handled in the same manner as the proposal of a prospective member by an active member of this Club. The Secretary shall then refer the proposal to the Classification Committee which shall consider the eligibility of the proposed member from the standpoint of classification and declare the classification filled or unfilled and the proposed classification proper or improper and shall return the proposal card, together with this information, to the Secretary, who shall then refer it to the Board.

The board shall consider and approve or disapprove the recommendation of the Classification Committee. The Board, after making due investigation of the character, business, social standing and general eligibility of the person proposed for membership, shall then proceed to vote and if not to exceed one negative vote is cast the name of the proposed member shall be considered eligible. The Board shall then report back to the Secretary the action they have taken thereon. All proposals shall be kept confidential to this point.

Section 2. If the decision of the Board is favorable, the proposer, together with one or more members of the Rotary Information Committee, 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 give permission for the prospective member's name and proposed classification to be published to the Club.

Section 3. Unless three or more written objections to the proposal, stating reasons, are received by the Club Secretary from members of the Club by noon on the Thursday following two publications of the name of the prospective member, the prospective member, upon payment of the admission fee, as prescribed in Article V of the By-laws, shall be considered to be elected to the Membership.

If three or more objections have been filed with the Club Secretary, the Board shall consider the objections at any regular or special meeting of the Board and shall ballot on the proposed member. If not to exceed one negative vote is cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission, shall be considered to be elected to Membership.

The proposer shall be notified by the Secretary of the applicant's acceptance or rejection.

## **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 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 recommendations 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.

Section 2. Any appeal to the Club or its members as Rotarians for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this Article.

## **ARTICLE XII – ORDER OF BUSINESS**

(To include at least the following):

Luncheon.

Meeting Called to Order.

Introduction of visiting Rotarians and guests.

Reading of correspondence and announcements, if any.

Committee reports or announcements, if any, by committee chairman and others.

Discussion if any.

Program.

Adjournment.

## **ARTICLE XIII – AMENDMENTS**

These By-Laws 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 made available to each member at least ten days before such meeting, or published in the Club publication at least one week prior to the date such proposed amendment is submitted to the Club. 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.