

**AMENDED AND RESTATED BYLAWS OF THE ROTARY CLUB OF LEWISVILLE,  
LEWISVILLE, TEXAS**

**Article 1      Definitions**

1. Board      The Board of Directors of this club
2. Director    A member of this club's Board of Directors
3. Officers     The president, president-elect, immediate past president, vice president, executive secretary, recording secretary, treasurer, and sergeant-at-arms of this club
4. Member     A member, other than an honorary member, of this club
5. Club        Rotary Club of Lewisville
6. Year        The twelve month period beginning on July 1

**Article 2      Board**

The governing body of this club shall be the board, which shall consist of a total of fourteen (14) members of this club. Seven (7) of the board members shall be the president, vice-president, president-elect, recording secretary, treasurer, sergeant-at-arms and the immediate past president. Six (6) of the board members shall be the chairs of the standing committees of the club (with the vice-president also chairing a standing committee). The remaining board member shall be a designated advisor to the president. If an officer other than the vice-president also is serving as the chair of a standing committee, an additional member of the club may be named as a member of the board. The term of office of the officers and other board members shall run from July 1 to June 30.

**Article 3      Election of Directors and Officers**

**Section 1**      In October of each year, the immediate past president shall form a nominating committee consisting of the president, the president-elect, and at least two former club presidents, with the immediate past president as chair. The nominating committee will develop a proposed slate of officers and directors for the ensuing year. The nominating committee will present that proposed slate to the board no later than the December meeting. The board shall approve the proposed slate with any changes that it believes to be appropriate.

**Section 2**      At the annual meeting (hereinafter defined) of the club, the nominating committee shall present the proposed slate of officers and directors for the ensuing year as approved by the board. The presiding officer shall ask for nominations by members of the club for those positions. The members shall then proceed to elect the officers and directors, with such election conducted by voice vote or secret ballot as the presiding officer may deem appropriate. The officers and directors so elected shall constitute the board to begin serving on July 1.

**Section 3**      Any vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 4** Any vacancy in the position of any officer-elect or director-elect shall be filled by action of the board.

#### **Article 4** **Duties of Officers**

**Section 1 President.** It shall be the duty of the president 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 President–elect.** It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board. The president-elect also shall preside at meetings of the club and the board in the absence of the president. In addition, the president-elect shall have the duty of reviewing the club’s statement of account with its depository financial institution generally monthly but no less often than quarterly and reporting to the board any perceived irregularity.

**Section 3 Vice President.** The vice president shall be a past president of the club, whose duty shall be to fulfill the duties of the office of president in the event that the president is unable to continue serving or must take a leave of absence. The vice president also shall perform such other duties as may be prescribed by the president or the board. The vice president also shall chair one of the standing committees of the club.

**Section 4 Recording Secretary.** It shall be the duty of the recording secretary to record and preserve the minutes of each board meeting or votes taken before the entire membership and act as a “backup” to the executive secretary as is deemed pertinent to their respective duties. The recording secretary also shall serve as the club historian, collecting and preserving information of possible continuing interest.

**Section 5 Treasurer.** It shall be the duty of the treasurer to have custody of all funds of the club, accounting for such amounts to the club monthly and at any other time upon demand by the board, to ensure that all tax returns required for the club have been prepared and filed, to report as required to Rotary International (RI), and to perform such other duties as ordinarily pertain to the office of the treasurer. At each board meeting, the treasurer shall report the financial position of the club and shall make available the statement or register of the club’s account(s). Upon retirement from office, the treasurer shall turn over to the incoming treasurer, or to the president, all funds, books of accounts, and any other club property in his/her possession.

**Section 6 Sergeant-at-arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president, or the board. Of primary importance, the maintaining of order and discipline during all meetings is paramount.

**Section 7 Immediate Past President.** The immediate past president shall serve as parliamentarian and shall advise the president and the board of directors as to whether the club is conducting its business in accordance with these bylaws and the other governing documents prescribed from time to time by Rotary International. The immediate past president also shall chair the nominating committee.

**Section 8 Executive Secretary.** It shall be the duty of the executive secretary to keep membership records, record attendance at meetings, collect mail and distribute as necessary at least one time per week, report as required to RI and the office of the district governor, collect and remit Rotary International official magazine subscriptions; and perform other duties as ordinarily pertain to the office of executive secretary. For this service, the executive secretary shall be compensated at the rate of \$100 per month and is a non-voting member of the board of directors.

## **Article 5 Meetings**

**Section 1 Annual Meeting.** An annual meeting of this club shall be held not later than December 31 in each year, at which time the election of the officers and directors to serve for the ensuing year shall take place.

**Section 2 Regular Meetings.** The regular meetings of this club shall be held each week on Wednesdays at 12:00 noon, unless cancelled or postponed by action of the president or the board. Meetings shall be held at the regular location approved from time to time by the board and publicized as the location of the club's meetings, but the president or board may designate other locations, dates, and times for special club meetings or specified activities. It is provided, however, that in the event of inclement weather at a time when schools operated by the Lewisville Independent School District (LISD) are in session, closing of the schools by LISD shall serve as cancellation of a meeting on that date. Due notice of any changes in or canceling of the regular meeting (other than in event of closure of schools by LISD) shall be given to all members of the club. All members, excepting an honorary member (or member excused pursuant to article 8, section 3 and 4 of 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 60% of the time devoted to the regular meeting, either at this club or any other Rotary club, or as otherwise providing the standard Rotary club constitution, article 8 section 1 and 2.

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

**Section 4 Attendance.** One hundred percent attendance is urged and honored in Rotary. A member must attend or make up at least 60% of the club's regular meetings over the course of its year. A member must attend in person at least 30% of the club's regular meetings over the course of its year. Failure to attend or make up four consecutive club regular meetings is cause for membership termination. Make-ups are permitted within four weeks prior to or four weeks following any missed club regular

meeting. Make-ups may be accomplished by attending the meeting of another Rotary club (including e-clubs), by attending a board meeting of this club, by attending a function of District 5790 or Rotary International, or by attending any event approved as a make-up by the president or the board.

**Section 5 Board Meetings.** Regular meetings of the board shall be held on the third (3<sup>rd</sup>) Wednesday of each month or on such other date as may be determined by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon request of two (2) directors, notice having been given to all directors by telephone, e-mail, or personal contact.

**Section 6 Board Quorum.** A majority of the voting directors shall constitute a quorum of the board. A director may attend a board meeting by telephone so long as all directors in attendance can hear each other.

**Section 7 E-Mail Votes.** The president may request a vote of the directors by e-mail as to any matter that may properly come before the board and such a vote in which a quorum of the board participates will be a binding action of the board, but if two directors request that there be an opportunity for full discussion, any vote shall not be binding until held at a regular or special meeting duly called.

**Section 8 Rule of 85.** Any member in good standing and of a minimum age 65 may make written request to the board to go under the “Rule of 85” when the sum of that member’s age and years of service in Rotary total at least 85. A member under the Rule of 85 retains all privileges of club membership and is responsible for payment of club dues in accordance with Article 6. Such member does not, however, have to make up any missed meeting, shall not be charged for the meal at any missed meeting, and does not count as an absent member on the club’s reporting to Rotary International.

#### **Article 6 Dues**

The membership dues shall be such amount per annum as shall be set from time to time by the board of directors, which amount shall be payable quarterly in advance. From such membership dues, the club shall pay the semiannual dues of the members to Rotary International and each member’s subscription to *The Rotarian* magazine.

#### **Article 7 Method of Voting**

The business of this club shall be transacted by viva voce vote except the election of officers and directors which shall be by viva voce vote or secret ballot as the presiding officer may determine to be appropriate, provided, however that the members may vote to require a secret ballot in any election.

*Note: Viva voce vote is defined as when club voting is conducted by vocal assent.*

#### **Article 8 Five Avenues of Service.**

The Five 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 shall be active in each of the Five Avenues of Service.

## **Article 9      Committees**

Club Committees are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for two (2) years to ensure consistency. The president-elect is responsible for 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 committees should be appointed as follows.

### Membership

The committee should develop and implement a comprehensive plan for the recruitment and retention of members.

### Communications

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities. This committee also shall handle preparation and distribution of the club's newsletter and coordinate the club's website and promotion via social media.

### Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of the local community and communities in other areas.

### The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. This committee also shall administer participation in the Paul Harris program and in international projects.

### Youth

This committee shall administer the club's Interact program, solicit participation by area youth in RYLA, administer the club's student of the month and exceptional student of the month programs, administer the donation of books to school libraries, and coordinate such other youth-oriented activities of the club as the board may approve from time to time.

#### Fund Raising

This committee shall coordinate the club's fund-raising activities.

#### Donations

This committee shall review requests for donations by the club to local nonprofit agencies and make recommendations to the board as to appropriate actions.

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.
- (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. Standing committees should meet on a regular basis.

### **Article 10     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 make reference to appropriate Rotary International materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for the 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 11     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 a specific length of time. Any member on leave of absence must pay his/her dues when billed, though not charges for meals or any voluntary contributions such as to the Rotary Foundation.

*Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends regular meetings of some other club, the excused member should be recorded as absent except that absence authorized under the provisions of article 8, section 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.*

## **Article 12      Finances**

**Section 1      Budget.** Within 30 days following 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.

**Section 2      Depository Account.** The treasurer shall deposit all club funds in a financial institution named by the board. The account signatories shall be the president, the immediate past president, and the treasurer.

**Section 3      Disbursals.** All bills shall be paid by the treasurer or other authorized officer.

**Section 4      Financial Statements.** The treasurer shall maintain the financial records and statements of the club. The financial statements shall be presented by the treasurer and reviewed periodically by the board.

**Section 5      Financial Review.** The president-elect shall have the duty of reviewing the club's statement of account with its depository financial institution generally monthly but no less often than quarterly. The president-elect shall reconcile any questions or uncertainties with the treasurer. If the questions cannot be resolved to the president-elect's satisfaction, the president-elect shall report the discrepancy to the board for resolution. In addition, any account under the control of this club or its designee shall have at least two signatories approved by the board.

**Section 6      Fiscal Year.** The fiscal year of this club shall extend from July 1 to June 30.

**Section 7      Ad Hoc Finance Committee.** The president is encouraged to name an ad hoc finance committee to deal with member account delinquencies on a confidential basis. Specific member account information is not to be discussed during club meetings or in board meetings other than during executive session.

## **Article 13      Donor Advised Fund**

**Section 1      Establishment.** The club shall maintain a Donor Advised Fund ("DAF") with The Rotary Foundation using the forms promulgated from time to time by The Rotary Foundation. All amounts contributed to the DAF by the club, its members, or any other person shall be used exclusively for contributions to eligible charities and for fees and expenses of the DAF as set by The Rotary Foundation.

**Section 2      Administration.** The DAF shall be administered by a committee of two to four club members chosen by the board from time to time, all of whom shall be members of the board (the "DAF Committee"). The DAF Committee shall report the DAF and subfund balances to the board no less frequently than semi-annually (suggested

January and July). Amounts to be distributed from the DAF to eligible charities from time to time shall be determined by the board after recommendations by the Donations Committee. The DAF Committee shall advise the Donations Committee when there are amounts available to be distributed to eligible charities. The DAF Committee shall approve the forms developed by the Donations Committee from time to time for requests by charitable organizations for contributions from the DAF.

**Section 3 Subfunds.** As administered by the DAF Committee, the DAF shall be divided into two subfunds on the books and records maintained by the club: the Conduit Subfund and the Legacy Subfund. Fees and charges imposed on the DAF shall be allocated between the two subfunds in the reasonable judgment of the DAF Committee.

**Section 4 Conduit Subfund.** The Conduit Subfund shall be used to ensure the deductibility as charitable contributions of all amounts deposited into it and shall be fully distributable (subject to restrictions imposed from time to time by The Rotary Foundation) as determined from time to time by the board. The Conduit Subfund shall be invested with the objective of preservation of capital to the maximum extent. Unless an amount deposited into the DAF is specifically designated for the Legacy Subfund, it shall be allocated to the Conduit Subfund. The board may designate a portion of the Conduit Subfund to be transferred to the Legacy Subfund if it so determines. The board cannot designate or return a portion of the Legacy Subfund to the Conduit Subfund.

**Section 5 Legacy Subfund.** The Legacy Subfund shall serve as an endowment for the long-term benefit of charities headquartered in or primarily serving Denton County, Texas (“Local Charities”). All amounts contributed to the Legacy Subfund by the club, its members, or any other person shall be treated as principal and may not be distributed. The DAF Committee shall determine the amount of net income (if any) of the Legacy Subfund for each fiscal year of the club. One half of such net income shall be allocated as an increase in the principal of the Legacy Subfund. The other one-half of net income shall be available for distribution to Local Charities during the following fiscal year of the club. Any amounts available for distribution to Local Charities that are not so distributed shall become additions to the principal of the Legacy Subfund. The Legacy Subfund shall be invested with the predominant objective of growth.

#### **Article 14 Method of Electing Members**

**Section 1 Nomination.** The name of a prospective member proposed by an active member of the club (the sponsoring member) shall be submitted to the board in writing, through the Membership Committee. A transferring or former member of another club may be proposed to active membership by a former club. All proposals shall be kept confidential except as otherwise provided in this procedure.

**Section 2 Qualification.** The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution. A member may be proposed for a status such as corporate, family, or associate as the board may authorize from time to time.



**Section 3 Approval.** The board shall approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposing member, through the Membership Committee, of its decision.

**Section 4 Invitation to Apply.** 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. The prospective member's name and classification shall be published to the club by e-mail.

**Section 5 Election.** 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 the publication of the information about the prospective member, that person 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 shall be considered to be elected to membership.

**Section 6 Assimilation.** Following the election and the completion of a new member orientation, the president shall arrange for the new member's induction and new member Rotary pin, badge, and literature. In addition, the president or executive secretary will report the new member's information to Rotary International and the sponsoring member will assist with the new member's assimilation to the club.

**Section 7 Honorary Members.** The club may elect, in accordance with standard Rotary Club constitution, honorary members proposed by the board.

### **Article 15 Resolutions**

The club shall not consider any resolutions 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 16 Order of Business**

The following shall be the standard order of business at regular meetings of the club:

- 1-Meeting called to order
- 2-Prayer and Pledge
- 3-Introduction of Visitors
- 4-Sergeant-at-Arms
- 5-Family of Rotary
- 6-Correspondence announcements and Rotary information
- 7-Special Presentations
- 8-Any unfinished or new business

9-Address or other program features  
10-50/50 Drawing  
11-Four-Way Test  
12-Adjournment

**Article 17    Amendment**

These bylaws may be amended by the affirmative vote of two-thirds of the members present and voting at any meeting of the club at which a quorum is present, provided that (a) the amendment shall previously have been approved by the board and (b) the text of the amendment shall have been distributed to the members at least one week prior to the meeting at which the vote is held.

Changes were approved by Board of Directors on December 12, 2018 and adopted by the club membership on January 9, 2019.