

BY-LAWS
OF THE ROTARY CLUB OF
SHREVEPORT, LOUISIANA
Amended July 31, 2018

ARTICLE I. Elections of Directors and Officers

SECTION 1. To be eligible to serve as a member of the Board of Directors a person shall have been a member of this club for a minimum of two years.

To be eligible to serve as an Officer of this club a person shall have served a term or a minimum of six months for a partial term as a member of the Board of Directors of this club.

At the first regular meeting in December the nominating committee, composed of the past presidents of the club, who at that time hold membership in the club, and the current President shall submit to the club membership one nomination each for the following officers: President-Elect, Vice President, Secretary-Treasurer, and seven members of the Board of Directors. The President-Elect shall become the next President without the need to be nominated or elected to that position. Prior to the meeting of the nominating committee, the president shall have appointed a screening committee consisting of four of the past Presidents selected by the President and the incumbent President-Elect.; the incumbent President shall serve Ex Officio and as chairman of the group. This screening committee shall meet and develop, for the convenience of the nominating committee, a list of potential Officers and Board members to be presented to the nominating committee for its use in making the selections to be presented to the general membership. The screening committee shall present the nominating committee with the names of not fewer than two persons to fill the position of Secretary-Treasurer, and with names of not fewer than twelve persons to fill positions on the Board of Directors. The appointment and functioning of the screening committee shall not prevent the nominating committee from considering and/or nominating to the general membership a person not included in the suggestions provided by the screening committee. The nominating committee shall select one of their number to make these nominations from the floor of the Club. After these nominations have been made the presiding Officer shall ask if there are any other nominations, thus leaving the matter open to any active member in good standing to made additional nominations. If desired, however, no one member may make more than one nomination for each office position.

On the day of the annual meeting there shall be distributed to each member present a ballot on which the names of the candidates, in alphabetical order, shall follow the name of the particular office for which they have been respectively nominated., except that where one only has been returned as nominee for a particular office, that name shall be the only one placed on the ballot for such office. The members present shall immediately cast their ballot; the ballots shall be collected and counted by tellers appointed by the presiding Officer, and those receiving a plurality of the votes cast for the respective offices shall be elected. In voting for members of the Board of Directors, each member casting a ballot shall vote for seven, otherwise that member's vote for Directors shall not be counted. Nothing herein contained shall prevent any member from striking the name of a sole nominee from the ballot

and inserting in lieu thereof the name of another member of the Club, but where two or more are returned as nominees no substitutions shall be recognized. Members shall not be required to sign the official ballot.

SECTION 2. The Officers and Directors, so elected, together with the immediate past president shall constitute the Board of Directors. They shall take office on the first day of July following their election and serve until their successors are elected and qualified.

SECTION 3. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

SECTION 4. A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

ARTICLE II Board of Directors

SECTION 1. The governing body of this club shall be the Board of Directors, consisting of twelve members of this club, including seven directors, elected in accordance with Article 1, Section 1, of these by-laws, and the Executive Committee consisting of the; President, President-Elect, Vice-President, Secretary-Treasurer and immediate Past President.

SECTION 2. When a decision of the Board is required, in between scheduled Board meetings, an email vote may be taken; however, the decision will be recorded in the minutes of the next board meeting. Ratification or another vote is not required.

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 this office.

SECTION 2. President-Elect. It shall be the duty of the President-Elect to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office.

SECTION 3. Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and Board of Directors in the absence of the President and President-Elect, and to perform such other duties as may be designated by the President and President-Elect.

SECTION 4. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer 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 (RI), including semi-annual reports of membership, which shall be made to the General Secretary of RI on July 1st and January 1st of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the General Secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the District Governor on the 15th Day of the month following the last meeting of the month, to have custody of all funds, accounting for same to the Board of Directors at such-times as required by the board and to perform such other duties as pertain to this office. Upon retirement from office the Secretary-Treasurer shall turnover to the successor or to the

president all funds, books of accounts, or any other club property. All or a portion of the duties of the Secretary-Treasurer may be assigned to the Club's Executive Director.

ARTICLE IV. Meetings

SECTION 1. Annual Meetings. The annual meeting of this club shall be held on the second Tuesday in December of each year, at which time election of Officers and Directors to serve for the ensuing year shall take place.

SECTION 2. The regular weekly meetings of this club shall commence each Tuesday at 12:13 o'clock P.M. The presiding Officer may elect to begin the meeting earlier if there is a crowded agenda. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

SECTION 3. A simple majority of the membership present shall constitute a quorum at the annual meeting and other meetings when a membership vote is required.

SECTION 4. Regular meetings of the board of directors shall be held each month on a date set by the board. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon request of two members of the Board, due notice having been given. Routine business of the Board between regular meetings may be conducted by electronic mail as outlined in article XVII of the Constitution.

SECTION 5. A majority of the Board members shall constitute a quorum of the Board of Directors.

SECTION 6. A make-up for an absence at a regular weekly meeting of this Club may be achieved through an electronic make-up medium approved by Rotary International or as determined by the Board of Directors of this club. Other means of making up an absence from a regular meeting and the time within which to do so are set forth in Article VIII of the Constitution.

ARTICLE V. Fees and Dues

SECTION 1. The admission fee shall be as set by the Board of Directors and shall be duly paid before the applicant can qualify as a member. The admission fee may be waived in whole or in part by the Board of Directors for members who are actively serving in the Armed Forces of the United States and whose residence is of a temporary nature.

SECTION 2. The admission fee of a transferring or former Rotarian may be waived. Potential members of a Club who have debts to another Club are ineligible for membership. The Club, when wishing to admit a former member, shall request that the previous Club provide confirmation that all debts have been paid. If such confirmation is not provided within 30 days of being requested, it shall be assumed that the member does not owe any money to the former Club.

SECTION 3. Membership dues for the general membership shall be as set by the Board of Directors. All dues are payable on the first of January and of July, or, if the Board of Directors mandates quarterly billing, then on the first of January, April, July and October.

ARTICLE VI. Method of Voting

The business of the organization shall be transacted by written ballot except when the Board

decides a voice vote is appropriate.

ARTICLE VII. Committees

SECTION 1. The President shall, subject to the approval of the Board of Directors, appoint the following principal and standing committees: Club Service Committee, Membership Service Committee, Community Service Committee, International Service Committee Vocational Service Committee, Youth Service Committee and other committees and areas of service as appropriate.

SECTION 2. The President shall, subject to the approval of the Board of Directors, also appoint such committees on particular phases of Club service, membership service, community service, international service, youth service and vocational service as necessary.

SECTION 3. The principal and standing committees shall each be led by a Director, who shall be named by the President from the membership of the Board of Directors.

SECTION 4. The President shall, subject to the approval of the Board of Directors, appoint committees on particular phases of Club service.

SECTION 5. The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.

SECTION 6. Each committee shall transact such business as may be delegated to it in the by-laws and such additional business as may be referred to it by the President or Board of Directors; such committees shall not take action until a report has been made to the board and approved by the Board.

ARTICLE VIII. Duties of Directors

SECTION 1. Each Director shall advise and assist each committee chair/co-chairs under their direction. The Director will guide their committees so they can discharge their responsibilities.

SECTION 2. The Director will be responsible for reporting on activities of their committees to the Board

ARTICLE IX. Leave of Absence: Dues must continue to be paid during a leave of absence.

ARTICLE X. Finances

SECTION 1. The Secretary-Treasurer or his/her designee shall deposit all funds of the club in some bank to be named by the Board of Directors.

SECTION 2. All bills shall be paid only by dual signature checks signed by two of the four officers (Secretary-Treasurer, Vice President, President-Elect or President).

SECTION 3. Individuals having charge or control of funds shall make all financial reports and records available to the Board of Directors. This individual is responsible for the safe custody of the funds of the Club.

SECTION 4. The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two semi-annual periods, extending from January 1st through June 30th and from July 1st through December 31st. The payment of per capita dues and magazine subscriptions shall be made on July 1st and Jan 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 Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for said Club year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the action of the Board.

SECTION 6. A 'review' will be conducted every year by a member of the Club. Every fourth (4th) year, or upon the change of the Executive Director, an audit of all the Club's financial transactions should be made. The audit will be conducted by an independent, certified public accountant, who is not a member of the Rotary Club of Shreveport.

ARTICLE XI. Method of Electing Members

(a) The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing, through the club Executive Director. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The Executive Director, as instructed by the board, shall request the Classification Committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility. Former members of Rotaract, and of adult Rotary International programs (e.g. GSE, Ambassadorial Scholars, World Peace Scholars, etc.) shall be considered eligible under the classification of Rotary International Alumni, subject to all other requirements of eligibility.

(c) The Board shall consider and approve or disapprove the recommendations of the classification committee and shall then notify the proposer, through the Executive Director, of its decision.

(d) The name of the proposed member and proposed classification is published to the Club members in the Rotaripost.

(e) If no written objection to the proposal, stating reasons, is received by the Board from any member of the Club within seven (7) days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee, as prescribed in Article V of these bylaws, shall be invited to membership. If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the Board and shall vote on the proposed member. If not to exceed one (1) negative votes are cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be invited to membership. Following the member's election to membership as herein provided, the Club Executive Director shall report the name to Rotary International.

(f) Upon payment of fees, dues and completion of an application, a date is selected for an orientation. The new member attends an indoctrination with a past President prior to introduction. The new member will be informed of the purpose of Rotary, of the privileges and responsibilities of membership in the Club and the opportunities for service.

(g) The member shall be formally introduced as a new member at a regular meeting of the Club.

ARTICLE XII. Solicitation Policy

SECTION 1. CLUB MEETINGS: It is the policy of the Rotary Club of Shreveport that materials not be distributed at Club meetings. Exceptions to this policy may be made by the Board or by the Executive Director and Club President, if the material to be distributed: 1) is from and on behalf of a Club committee or fellowship group and pertains to Club business; or 2) pertains directly to that meeting's program and distribution is requested by the program presenter and would not interfere with meal service, consumption or cleanup. Fundraising events or campaigns sponsored by non-Rotary organizations may not be promoted at Club meetings, but may be communicated to Club membership pursuant to approval by the Executive Director or Club President.

SECTION 2. EMAIL: The Club office is authorized to email a weekly meeting reminder to club members and include any other information pertinent to the entire membership. Club Committees and Fellowship Groups are encouraged to utilize the Club's Web site, flyers and table tent reminders at club meetings as well as the newsletter to communicate with the entire membership, except that fundraising events or campaigns sponsored by non-Rotary organizations may not be promoted by communications to Club membership, including by email, except pursuant to approval by the Executive Director or Club President.

SECTION 3. ROSTER: The club membership roster is for Rotary purposes only and is not for distribution to non-Rotarians, nor is it to be used as a commercial mailing list. Therefore Rotarians will not use or make it possible for anyone to use the directory for commercial or non-Rotary purposes. The printed roster and the on-line database are not for use by individual members in soliciting fundraising dollars, attendance at events or other means of bettering themselves. Rotarians are reminded that the club roster is NOT to be used commercially or for any non-Rotarian solicitation. The roster is for each member's private use in contacting fellow members, developing acquaintances, or for conducting Rotary business. It is NOT to be used as a business mailing list, nor to be loaned to other groups – charitable, political, or otherwise.

ARTICLE XIII. PROCESS TO AMEND BY-LAWS

SECTION 1. A By-Laws Committee shall be formed to review and recommend changes to the Executive Committee. There will be coordination between the Executive Committee and the By-Laws Committee until both Committees agree on the proposed changes.

SECTION 2. The President will present the changes to the Board of Directors for review and comment.

SECTION 3. Once the Board of Directors approve the changes, the Club members shall be notified of the date of the Club meeting that a vote will be taken on the changes. All Club members shall be provided a copy of the changes at least ten (10) days before the vote date by email, mail or in person. The changes must be accepted by at least 50% yes votes of Rotarians present at the designated meeting.

ARTICLE XIV. Definitions

(a) Rotary International (RI): Rotary is the governing body of a global network of neighbors, friends, leaders, and problem-solvers who see a world where people unite and take action to create lasting change – across the globe, in our communities, and in ourselves. RI has six areas of focus: Promoting Peace; Fighting Disease; Provide Clean Water, sanitation & Hygiene; Saving Mothers & Children; Supporting Education and Growing Local Economies.

(b) General Secretary: Rotary's RI General Secretary and executive team oversee a staff of more than 800, who serve Rotary members from our world headquarters in Evanston, Illinois, USA, and seven international offices. The General Secretary is a member of the Rotary International Board of Directors and The Rotary Foundation Board of Trustees.

(c) Rotary Zone: Approximately 15 Rotary districts form a zone. A Zone Director, who serves as a member of the RI Board of Directors, heads two Zones. The Zone Director is nominated by the Clubs in the Zone and elected by the convention for the terms of two consecutive years. We are in Zone 31.

(d) District Governor: A district governor, who is an RI officer and represents the RI board of directors in the field, leads his/her respective Rotary district. Each Governor is nominated by the Clubs of his/her District, and elected by all the Clubs meeting in the annual RI District Convention held each year. The District Governor appoints assistant governors from among the Rotarians of the district to assist in the management of Rotary activity and multi-club projects in the district. We are in District 6190.

(e) Club: Refers to the Rotary Club of Shreveport.

(f) Executive Committee: The Executive Committee shall consist of the officers in the Club namely; President, President Elect, Vice President, Secretary-Treasurer and Immediate Past President.

(g) Board of Directors: The governing body of the Club shall be the board of directors, consisting of twelve members of this Club, including seven directors, elected in accordance with Article 1, Section 1, of these by-laws, and the President, President-Elect, Vice-President, Secretary-Treasurer and immediate past President.

(h) Member: A Rotarian in good standing meeting the financial and service commitments of the Club.

(i) Rotaract Clubs: Rotaract clubs bring together people ages 18-30 to exchange ideas with leaders in the community, develop leadership and professional skills, and have fun through service.

(j) Interact Clubs: Interact clubs bring together young people ages 12-18 to develop leadership skills while discovering the power of "Service Above Self". Find out how serious leadership can be seriously fun.