

Bylaws of the Rotary Club of Brownsville Sunrise
2024

ARTICLE 1 DEFINITIONS

1. Board: The club’s Board of Directors
 2. Director: A member of the club’s Board of Directors
 3. Member: A member of the club, other than an honorary member
 4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club’s members for club decisions and a majority (over 50%) of the directors for club Board decisions
 5. RI: Rotary International
 6. Year: The 12-month period that begins on 1 July
 7. RCOBS: Rotary Club of Brownsville Sunrise
 8. Alumni: Former participant in RYLA, Interact, Rotaract, Student Exchange.
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ARTICLE 2 BOARD

The governing body of this club is its Board of Directors, consisting of, at a minimum, the President, immediate past President, President-elect, Vice-President/President Nominee, Secretary, Treasurer, and Executive Secretary, which will consist of the Executive Board.

The Board will also consist of Directors, consisting of a Membership chair, Administration chair, Service Projects chair, Public Image chair, Youth Programs chair, International chair, Community Service chair, Sergeant At Arms, Foundation chair, Rotaract Coordinator chair, and Special Projects chair.

The Club may add additional directors as needed by an amendment of the bylaws and approval by a majority of the Board. The additional Director should be a best practice structure recommended by Rotary International.

ARTICLE 3 ELECTIONS AND TERMS OF OFFICE

Members with at least 1 year and 6 months consecutive active members status in Rotary Club of Brownsville Sunrise prior to the election in November of the current Rotary Year, can be nominated for any position in the current (in case of vacancy) and/or upcoming Board.

Section 1 — Every November, members nominate candidates for President Nominee. The nominations may be presented by a nominating committee, by members from the floor, or by the Current President Elect.

Section 2 — The candidate who receives most of the votes for the office is declared elected to that office.

Section 3 --- The President Elect will select the New Officers for the Board of Directors, no later than November 30th of the current Rotary year, first presenting the slate of officers to the Council of Past Presidents (COPP) for review then the Board of Directors, and finally present the slate of officers to the club members for a majority vote approval in accordance with Article 5 Section 1 of the current year. The President Elect shall make the appropriate report to the Council of Past Presidents from RCOBS, and Rotary International no later than December 31st of the current Rotary year. The COPP will assist the President Elect on selecting the President nominee at this meeting.

Section 4 — During the current Rotary year if any Board member vacates his or her position, the remaining members of the Board will appoint a replacement.

Section 5 — If any officer-elect or director-elect vacates a position, the remaining members of the Board-elect will appoint a replacement.

Section 6 — The terms of office for each role are:

President — At least one year with a maximum consecutive term of 2 years.

Immediate Past President — At least one year, with a maximum consecutive term of 2 years.

President Elect — At least one year, with a maximum consecutive term of 2 years.

Vice President/President Nominee — At least one year, with a maximum consecutive term of 2 years.

Treasurer — At least one year with no maximum consecutive terms, re-elected every year.

Secretary — At least one year with no maximum consecutive terms, re-elected every year.

Directors — At least one year with no maximum consecutive terms, re-elected every year.

All Board positions may only be held by members of the RCOBS. If members are not in good standing or they leave the club, they will at that time be removed by the Board and resign their Board position as well.

ARTICLE 4 DUTIES OF THE OFFICERS

Section 1 — The president presides at club and Board meetings.

Section 2 — The immediate past president serves as a director on the club Board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and Board meetings when the president is absent.

Section 5 — A director attends club and Board meetings and is in-charge of overseeing a certain lane/avenue of service.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an annual accounting of them.

Section 8 — If for any reason, an Officer is not capable of appropriately managing their responsibilities, they could be removed from their position. This needs to be proposed by the Board and approved by majority vote.

See Rotary club leader manuals and learning center for details on the roles of the club officers and directors.

ARTICLE 5 MEETINGS

Section 1 — An annual meeting of this club is held no later than December 15th to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: every Friday at 7AM. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors. Board meeting minutes are to be sent by the Secretary to all members via E-mail immediately after Board approval. A Quorum is required for all Board meetings as defined in Article 1 Section 4 and if not present, the only motion that can be made is to adjourn.

ARTICLE 6 DUES

The club will assess club dues to all active members. They are billed every 6 months, the first billing occurring on July 1 and second billing occurring on January 1. Club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, budgeted costs would not include the Club's installation banquet, and any other Rotary or district per capita assessment. Family member dues are billed at a reduced rate from club dues.

The President may present to the Board for approval a case to reduced dues in the following scenarios:

1. In the event of a hardship (either personal, professional or health related) experienced by a member of the club, a reduced Dues of \$50-100 per six months of a total of \$100- 200 per year. The member will not lose any privileges and will be a full member of the Club.
2. In the event that we find talent that has not built a profession or is in between professions (for example former Rotaractors or Alumni) that would not have the means to pay the full dues, but would be a great asset to the club, a reduced dues of \$75 per six months or a total of \$150 per year. This type of membership would exclude the member from participating on the Board, would also not cover cost of installation banquet or any club sponsored district or RI function, and member will cover those costs separate to the club dues.

The Board will approve the type of reduced dues category that best fits the proposed member and will be approved by majority vote. An agenda that includes this type of vote will require to be presented to Board at least 10 days prior to meeting and should be approved by at least 2/3 Board member votes.

At no time can the Board approve extension of reduced dues to more than 10% of the membership of the Club.

ARTICLE 7 METHOD OF VOTING

The business of this club is conducted by voice vote or a show of hands. In certain instances where an emergency vote is needed, it can also be conducted by an approved electronic method (Email, Text, or Group Chat message). When such emergency votes occur, it is required that such votes be ratified at the following meeting, that be an annual or Board meeting. If the voting does not occur as defined above, then the emergency vote is immediately cancelled.

ARTICLE 8 COMMITTEES

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.

Section 2 — The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 — Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

ARTICLE 9 FINANCES

Section 1 — At the beginning of each Rotary year, the Board shall prepare an annual budget of estimated income and expenditures. It shall be presented to all members at a meeting prior to presenting as an action item to be approved by the Board. Any budget amendments throughout the year should be presented to all members at a meeting before voting by the Board of Directors.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the Board.

Section 3 — Bills are paid by the treasurer or another authorized officer if amount is a budgeted or Board designated expense. All bills paid via check will need approval of two officers, President and Treasurer only, that are on the authorized signors list with the financial institution. The only exception is if either is unable to sign then the immediate past president is given the authority to sign checks. If the bill is an extraordinary amount out of the budget scope or Board designation, it will require Board approval and vote by the Board.

All expense reimbursements will follow this same practice, regardless if the reimbursement is for an approved budget item or Board designation.

Section 4 — A Budget/Finance Committee, other than the treasurer, conducts a thorough annual review within 4 months after the end of the fiscal year of all financial transactions. This can also be mitigated by the Treasurer presenting all records for the fiscal year for inspection by Club members at the annual meeting.

Section 5 — Club members will receive an annual financial statement of the club at the annual meeting. Board of Directors are required to receive monthly financials which will be presented by Treasurer at the monthly Board meetings and should be approved by vote of Board of Directors. If financial statements are not available, monthly Board meeting will be rescheduled. The only exception is if non-financial decisions are needed.

Section 6 — The fiscal year is from 1 July to 30 June.

Section 7 – Documents that substantiate and support all finances of the club should be kept either in paper or electronic format for a period of no less than 6 years from the fiscal year end to ensure availability in the event of IRS audit review. For example, fiscal year 2016-2017 documents should be retained through June 30, 2023.

Section 8 – The Club must engage a CPA or registered tax preparer in the US to prepare all regulatory filings as required by the US Internal Revenue Service prior to its required due date.

Section 9 – The Club may also pay bills with the Club credit card. The credit card may only be a debit check card from a separate bank account within the financial institution approved by the Board of Directors, exclusively used for credit card transactions only. This account should never exceed a \$500 balance at end of business day and should never have an overdraft protection from the main operating account, in order to mitigate the Club's exposure to fraudulent transactions. All credit/debit card uses must be approved by the Club President and Treasurer prior to use and such approvals should be documented in an electronic format. Such approvals should also be communicated to the Club's President and Secretary. In addition, all credit card purchases should follow the approval process noted in Article 9 Section 3.

Section 10

Any proposed project allocation or fundraising expense over \$1,000 must be presented to the general membership, in electronic form or in person, before being presented to the Board as an action item.

ARTICLE 10 TYPE OF MEMBERSHIP AND METHOD OF ELECTING MEMBERS AND DROPPING MEMBERS

Section 1-- RCOBS is a traditional club with hybrid meetings (physical and online), and with 3 types of membership a) Active member, and/or b) Family Member, immediately relatives (partner, adult children, parents, and siblings), is a person who attend regular meetings and activities, in good standing and in current dues; c) Honorary member, a person who has the option to attend some meetings and activities, cannot be elected for a Board position, or to vote.

Section 2 — A member proposes a candidate for membership to the Board, or another club proposes one of its transferring or former members.

Section 3--- The candidate should attend at least 3 (three) consecutive meetings (physical or virtual), and one activity (service project or social) with RCOBS. In the event no social or service activity is scheduled after the candidate attends 3 consecutive meetings the Board will review and determine status of application per guidelines in Article 10.

Section 4 — The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 5 — Once the Board has approved the member, the Secretary must ensure that the member is proposed to all Club Members at the next club meeting, being via printed newsletter, the Club's electronic application (RCOB Sunrise), or social media forums. If no objections are received from members, the prospective member is invited to join the club.

Section 6 – If an objection is brought by a member, the membership chair will review the complaint or objection and propose to the Board assess the complaint or objection against the Rotary 4-Way Test. The Board shall vote to either accept or deny membership of the prospective member to the club.

Section 7 – If a member decides to resign from this club, he/she must express their decision in writing via email or handwritten letter and cover all pending dues for the term. If a member requests a Leave of Absence, it should be for health or personal reasons like a birth, adoption, or death of a relative. The leave of absence is requested in writing via email or handwritten letter and is valid for 6 (six) months only. If the member is a new parent or has a death of a first degree relative (i.e. spouse, child, parent, or sibling), he/she can request an extension of 6 (six) months more, however he/she will be responsible for all dues during this second leave of absence. The leave of absence needs to be approved by the Board.

If a member is currently on a leave of absence and is serving in a District position, the President will inform the District Secretary about it.

The only members exempt for attendance in the club are: District Governor, Past District Governor, RI Officers, Trustees, and members who by combining their age and perfect attendance add up to 85 yrs.

Section 8 –If the member owes more than the equivalent of 6 month club dues for more than six months, the Board will automatically remove the member from membership of RCOBS, and will send him/her a letter about this determination, the member should pay pending dues in the next 30 days, to join again in a Rotary Club.

Section 9-- A member, active or honorary, could be removed from the membership of RCOBS if this person is not acting in the club or community according to the Rotary Ideals and the Four Way Test. The Board will verify the situation and will inform the member that they have 10 days to present proof or an explanation before being dropped from membership. If the Board does not feel capable of making a decision, then the situation will escalate to the Council of Past Presidents from RCOBS.

Section 10 –Every club member is to be informed at least annually of the commitment to the major fundraising projects within the club. The two major fundraising projects are the Charro Days Parking Lot Project and the Flag Project. Each member must commit to at least (2) 5 hour shifts at the parking project and (4) one hour flag placement or pickup shifts. Once any member has signed up for any shift, they are responsible for finding and notifying their team leader for any reason. If this commitment is unfulfilled during the year, that member will be assessed a fine of \$100 for each project.

Section 11 –Non-Rotarian information and political propaganda is not allowed at any Rotary meeting or on social media.

Section 12 –Rotary socials are only to be funded by members and approved by the Treasurer prior to the event.

ARTICLE 11 AMENDMENTS

These bylaws may be amended at any regular club meeting. Club members must vote on any proposed amendment(s) to the bylaws. The Board will notify members about the proposed amendment(s) at least 10 days before a regular meeting, then be sure at least one-third of active members (a quorum) are present to vote. In order to pass, the amendment(s) needs a two-thirds majority vote of the members present at the meeting. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies. Any Rotary Club of Brownsville Sunrise member may recommend to the Council of Past Presidents an amendment(s) to the bylaws. Thereafter, the Board of Directors shall review the proposed amendment. Thereafter, the proposed amendment(s) shall be voted for approval by the general membership as noted above.