



**Rotary eClub  
of  
The Southwest, USA  
Bylaws  
(A Provisional Rotary Club)**

**Preamble:** Rotary eClub of The Southwest, USA is a provisional club chartered under the special provisions of the Rotary International Cyber Club Pilot Project. In general all club business, meetings, voting, etc. will be conducted via electronic communications. Rather than have a fixed time and day for the regular club meeting, eClub of The Southwest will use the concept of a meeting “window”; a period of five days in which a club member can sign onto the eClub web site and electronically attend the meeting. The meeting structure will follow a regular Rotary club format as closely as possible with the content changing weekly.

**Article I Election of Directors and Officers**

**Section 1** — At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask the *nominating* committee to present the nominations for president, vice-president, secretary, treasurer, sergeant-at-arms, Internet communications director, service projects director, and the Rotary Foundation director. The *nominating* committee shall consist of three members of the club in good standing, including one board member. The president shall appoint the *nominating* committee with the concurrence of the board at least 30 days prior to the presentation of the nominees. The *nominating* committee shall solicit from all club members their recommendations of those club members considered best qualified to fill these leadership positions. Thereafter, no nominations from the floor will be accepted. The *nominating* committee is not limited to those recommendations made by club members but shall include all such nominations on the official ballot. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. Candidates receiving a majority of the votes for their respective office shall be declared elected to that office. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

**Section 2** — *Vacancies*. Except for the office of president and president-elect, a vacancy in the board of directors or any office shall be filled by action of the remaining members of the board. Should a vacancy occur in the office of the president, the president-elect shall assume the office of president. Should a vacancy occur in the office of president-elect, a *nominating* committee shall be convened in accordance with article I, section 1 and a new nomination and election for that office shall be completed as soon as possible. Except for the office of president-elect, 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.

**Section 3** — The positions of secretary and treasurer can be combined at the discretion of the board.

**Section 4** — *Tenure of Office*. Except for the president, any officer or director can be re-elected to the same position for a maximum of three consecutive years. The president shall not serve more than two consecutive years in that office.

**Article II Board of Directors**

The governing body of this club shall be the board of directors consisting of 10 members of this club, namely, three directors, the president, vice-president, president-elect, secretary, treasurer, sergeant-at-arms, and the immediate past president.

## **Article III Duties of Officers**

**Section 1** — *President*. It shall be the duties of the president to preside at meetings of the club and board, and to perform such other duties as ordinarily pertain to the office of president.

**Section 2** — *President-elect*. It shall be the duties of the president-elect to assist the president in the preparation of the weekly program and to perform such other duties as may be prescribed by the president or the board.

**Section 3** — *Vice-President*. It shall be the duties of the vice-president to preside at meetings of the club and board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board. The vice-president shall be a past-president of this or of another Rotary club unless otherwise authorized by the board. The vice-president shall chair the *membership* committee.

**Section 4** — *Secretary*. It shall be the duties of the secretary to:

- (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, and to submit the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month.
- (b) Make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, and to report changes in membership, which shall be made to the district and the general secretary of RI.
- (c) Coordinate with the treasurer to collect and remit to RI subscriptions to *THE ROTARIAN*,
- (d) Perform such other duties as usually pertain to the office of secretary.
- (e) Chair the *club administration* committee.

**Section 5** — *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property. The treasurer shall be a member of the *club administration* committee.

**Section 6** — *Sergeant-at-Arms*. It shall be the duty of the sergeant-at-arms to direct the fellowship activities of the club and to perform such other duties as may be prescribed by the president or the board. The sergeant-at-arms shall chair the *fellowship* committee.

## **Article IV Meetings**

Meetings will normally be conducted via electronic communications. Occasional in-person meetings to develop and enhance club fellowship and facilitate coordination of club projects will be scheduled by the board.

**Section 1** — *Annual Meeting*. An annual meeting of this club shall be held no later than the third week of December in each year, or as determined by 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 meeting of this club is defined as occurring anytime during the meeting “window”, that is between the hours of 8AM on Mondays and 11:59PM Fridays. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2b of this Rotary eClub’s constitution) in good standing in this club, during the period of the regular meeting, must be counted as present or absent. Attendance must be evidenced by the member’s logging onto the eClub website during the meeting window and completing the meeting attendance requirements defined by the *Manual of Procedures*, or as otherwise provided in this Rotary eClub’s constitution, article VIII, section 1.

**Section 3 — *Membership Quorum.*** One-half of the active membership shall constitute a quorum at the annual and weekly meetings of this club. A response from at least one-half of the active membership during electronic voting shall be required to validate the vote.

**Section 4 — *Board Meetings.*** Regular meetings of the board shall be held either electronically or in person during the first calendar week of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

**Section 5 — *Board Quorum.*** A majority of the board members shall constitute a quorum of the board.

## **Article V Fees and Dues**

To encourage the admission of younger Rotarians the RI Board agreed that clubs may waive club dues and admission fees for members under the age of 35. Clubs must still collect RI membership dues, Council on Legislation dues, and magazine subscriptions fees from Rotarians in this age category.

**Section 1 — *Admission Fee.*** The admission fee shall be \$25, or as determined by the board, to be paid before the applicant can qualify as a member. Transferring or past Rotarians are not required to pay a second admission fee.

**Section 2 — *Dues.*** Other than as provided above, the club will collect per-capita dues from each member as follows. Collection and payment of dues to District 5510 and Rotary International differing from these amounts shall not require a change to these bylaws.

(a) Rotary International: Current annual dues (\$36) and *ROTARIAN* subscription (\$12) – collected and payable semi-annually, 1 July (\$25) and 1 January (\$23)

(b) District 5510: Current annual dues (\$30) – collected and payable 1 July

(c) eClub: Annual dues (\$50) collected semi-annually. 1 July (\$25) and 1 January (\$25)

**Section 3 — *Meals*** There will be no meal costs associated with the electronic format meeting. When the eClub has an in-person meeting all meals will be on a pay-as-you-go basis.

## **Article VI Method of Voting**

The business of this club shall be transacted by electronic ballot and a response from at least one-half of the club active membership shall be required to validate the vote. Board meetings, if in person, can optionally use voice vote with the added stipulation that absent members shall be given the opportunity to cast a vote on all matters via electronic ballot.

## **Article VII Committees**

**Section 1 — *General.*** This eClub shall operate under the RI “Optional Club Committee and Subcommittee Structure” based on functional grouping, modified for the unique requirements of an eClub. Standing committees for this eClub shall be:

*Membership*

*Service Projects*

*The Rotary Foundation*

*Fellowship*

*Club Administration*

*Internet Communications*

(a) These six committees shall each consist of a chairman, subcommittee chairmen, and other members necessary to function effectively.

(b) The president shall be *ex-officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(c) Each committee shall transact such business as is delegated to it in the 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, action shall not be taken until a report has been made to the board and approved.

(d) Where feasible and practicable in the appointment of club committee members, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

- (e) The chairman of each committee shall be responsible for all club activities associated with that committee, and shall supervise and coordinate the work of all subcommittees appointed on particular phases of the committee's operation.
- (f) All committees shall devise and carry into effect plans that will guide and assist the members of this club in discharging their responsibilities in matters relating to the programs of that committee. The chairman of each committee shall be responsible for regular meetings of the committee and subcommittees, and shall report to the board on all committee activities.
- (g) The committees/subcommittees described below shall form the structure of this eClub. The president can, subject to the approval of the board, appoint others as deemed appropriate, on particular phases of club operations. It is permissible to combine or delete subcommittees with approval of the board.
- (h) Duties of all committees and subcommittees are detailed in the eClub of The Southwest *Manual of Procedure*.

**Section 2 — Membership Committee.** The *vice-president* shall be the chairman of this committee.

<i>Classification</i>	<i>Membership</i>	<i>Membership Development</i>
<i>Rotary Information</i>	<i>Public Relations</i>	<i>Marketing</i>

**Section 3 — Service Projects Committee.** The *service projects* director shall be the chairman of this committee.

- (a) *General.* It is anticipated that the membership of this eClub will be located throughout the world rather than in one community, thereby potentially limiting individual member availability to support specific eClub community service projects. Although the eClub will have unique service projects scheduled, members are also encouraged to work with other Rotary clubs in their immediate area, keeping track of their service hours. All eClub members will be asked to complete at least eight hours of Rotary service per quarter in any one, or all, of the avenues of service; club, community, vocational, international, or youth.

<i>Community Service</i>	<i>Community Development</i>	<i>Environmental Protection</i>
<i>Human Development</i>	<i>Partners in Service</i>	<i>International Service</i>
<i>Rotary Volunteers</i>	<i>World Community Service</i>	<i>Club Service</i>
<i>Vocational Service</i>	<i>Youth Services</i>	

**Section 4 — The Rotary Foundation Committee.** The *Rotary Foundation* director shall be the chairman of this committee.

<i>Annual Giving</i>	<i>Grants</i>	<i>RI Foundation Alumni</i>
<i>Group Study Exchange</i>	<i>Permanent Fund</i>	
<i>PolioPlus</i>	<i>Scholarships</i>	

**Section 5 — Fellowship Committee.** The *sergeant-at-arms* shall be the chairman of this committee.

<i>Event Planning</i>	<i>Member Recognition</i>
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**Section 6 — Administration Committee.** The *secretary* shall be the chairman of this committee. The club *treasurer* shall be a member of this committee.

<i>Finances</i>	<i>Attendance</i>	<i>Bulletin</i>
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**Section 7 — Internet Communications Committee.** The *Internet communications* director shall be the chairman of this committee.

<i>Web Site Manager</i>	<i>Programs</i>	<i>Member Information</i>
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## **Article VIII 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 specified length of time.

*(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 a regular meeting of this club or some other club, or attends a function that is an authorized makeup, the excused member must be recorded as absent.*

## **Article IX Finances**

**Section 1** — The treasurer shall deposit all funds of the club in a bank to be approved by the board.

**Section 2** — All bills shall be paid only by checks signed by the treasurer upon vouchers authorized by two other officers. A thorough audit by a person(s), other than a board member, designated by the board shall be made at least once each year of all the club's financial transactions. The final audit shall be completed within 30 days of the end of the club's fiscal year with a report to the board and membership due within 15 days thereafter.

(a) *RI Dues*. The treasurer shall make payment of per capita dues and magazine subscriptions to RI on July 1 and January 1 of each year on the basis of the membership of the club on those dates. A bill from RI will normally be received prior to that date. The treasurer shall also cause to be paid to RI on October 1 and April 1, an amount equal to 25% of the annual per capita dues for each member inducted into the club after the previous semi-annual payment.

(b) District dues are billed annually in early July based on membership as of 1 July. Payment shall be made within 30 days of receipt of billing.

**Section 3** — Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by 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 semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. Member dues shall be distributed as soon after 1 July and 1 January as practical, and are considered overdue if not paid within 30 days of receipt.

**Section 5** — At least 30 days prior to the beginning of each fiscal year the incoming president, in consultation with the incoming board, shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the coming year. Upon acceptance by the incoming board this budget shall be presented to the general membership for approval. Three-fourths of the total membership must vote to accept the budget before it can be declared ratified. When ratified, it shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

**Section 6** — *Reserve Account*. As soon as practical after the end of the fiscal year, and after all bills have been paid, the residual amount in the eClub operational account shall be transferred into a separate eClub reserve account to be held as a ready reserve for the club. Expenditures from this account can be authorized only by a majority vote of the board. When the reserve account reaches an amount equal to or greater than ten-percent of the current year operational budget, the excess amount shall be returned to club members in an equitable manner as determined by the board.

## **Article X Method of Electing Members**

**Section 1** — The name of a prospective member, proposed by an active member of the club, shall be submitted to the *membership* subcommittee in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure. The *membership* subcommittee shall forward to the board, via the secretary, their recommendation as to whether the prospective member meets all the classification and membership criteria of the constitutional documents of the club.

**Section 2** — After due consideration of the recommendation by the *membership* subcommittee, the board shall approve or disapprove the proposal within 15 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

**Section 3** — If the decision of the board is favorable, the prospective member shall meet with members of the *Rotary information* subcommittee to be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 4** — If no written objection to the proposal, stating reasons, is received by the board from any active member of the club within seven days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 5** — Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to the district and RI; the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

## **Article XI Resolutions**

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. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article XII Order of Business**

The format of the electronic meeting shall be detailed in the *Manual of Procedures* based on the following.

1. *Meeting called to order.*
2. *Correspondence and announcements.*
3. *Committee reports.*
4. *Old business.*
5. *New business.*
6. *Program.*
7. *Adjournment*

## **Article XIII Amendments**

These bylaws may be amended by an affirmative vote of two-thirds of all members. Any proposed amendment(s) shall be transmitted electronically to each member at least ten days before such vote is to be tabulated. Each club member shall provide an electronic notice of receipt for all ballots sent out either by returning the completed ballot or a notification of intention to not vote. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

Approved

  

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