

Bylaws of the Rotary Club of Warren County, Virginia, USA

June 2025 MOP Edition

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Rev 2 01/25/2012
Rev 3 10/29/2013
Rev 4 12/02/2015
Rev 5 05/31/2017
Rev 6 04/18/2018
Rev 7 05/17/2023
Rev 8 09/06/2023
Rev 9 10/15/2025

Club bylaws supplement the Rotary Club Constitution with common club practices. The bylaws in this document once adopted are binding for the members of the club. Bylaws can be customized to reflect our club's practices, but they cannot be in conflict with the RI Constitution and Bylaws, the Rotary Club's Constitution (except where permitted), and the Rotary Code of Policies.

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
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 of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article 2: Board

The governing body of this club shall be the Board of Directors consisting of seven (7) voting members of this club, namely the President, President-Elect (or president nominee, if no successor has been elected), President Designee, Secretary, Treasurer, Immediate Past President, and Member at Large. The sergeant-at-arms shall serve on the board ex officio, with voice, but no vote.

Article 3: Election of Directors and Officers

Section 1 — Succession Policy:

The qualifications for consideration of the position of President and being placed on the ballot shall be a member for a minimum of two years who has successfully served for one year as an elected member of the Board of Directors in any capacity, or a Service or Fundraising Committee Chair, or has previously served a successful term as President of our club or another Rotary Club.

Section 2 — At a regular meeting prior to the annual meeting for the election of officers, the President will announce the appointment of the Nominating Committee Chair and members of the committee who will recommend nominations for President, President -Designee, Secretary, Treasurer, and member at large. The nominating committee will include a minimum of one non-board member. The nominations will be presented

Bylaws of the Rotary Club of Warren County, Virginia, USA

June 2025 MOP Edition

to the club by the Nominating Committee at least one week prior to the annual meeting. The Treasurer or Secretary can be re-elected on an annual basis, for a term of not more than six (6) consecutive years. Nominations for President, President-Designee, Treasurer and Secretary, and Member at Large will also be taken from members from the floor at least one week prior to the annual meeting, at which time the nominations are closed. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be emailed to all club members at least one week prior to the annual meeting. Absentee ballots will be accepted from club members unable to vote by email or attend the annual meeting and counted at the annual meeting. Email ballots must be sent to a member of the nominating committee not later than 8:00 PM the evening before the annual meeting or they will not be counted. No ballots will be accepted from any means following the annual election meeting. Following the tallying of the ballots, the candidates for President, President-Elect, Secretary, and Treasurer, and Member at Large receiving a majority of the votes of the shall be declared elected to their respective offices by the nominating committee and will take office on July 1st of the upcoming Rotary year. In the event two or more members run for the same office and neither receives 51% or more of the total vote, a run-off vote shall be held at the annual meeting, with the members present of the two members receiving a majority of the votes on the first ballot.

Section 3 — The officers, so elected, together with the Immediate Past President and Member at Large shall constitute the voting members of the board. Within one week after their installation, the board shall meet and elect a member of the club to act as sergeant-at-arms.

Section 4 — A vacancy in the position of any officer-elect shall be filled by action of the remaining board members elect.

Section 5 — The terms of office for each role are:

President	<u>One year</u>
President Elect	<u>One year</u>
President Nominee	<u>One year</u>
Treasurer	<u>One year (max of six years)</u>
Secretary	<u>One year (max of six years)</u>
Member at Large	<u>One Year</u>

Article 4: Duties of Officers

Section 1 — President. It shall be the duties 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. The President shall attend President Elect Training Seminar (PETS) and district assembly prior to assuming office, and attend District Conference. The President shall also complete Rotary Leadership Institute (RLI) Part 1 prior to assuming office. The completion of RLI Parts II & III is encouraged but not required.

Section 2 — Immediate Past President. It shall be the duty of the Immediate Past President to serve as director and as a consultant as requested by the president and board on prior year activities of the Rotary Club of Warren

Bylaws of the Rotary Club of Warren County, Virginia, USA
June 2025 MOP Edition

County, Virginia, USA, Rotary International, Rotary Foundation, and District 7570 processes and to perform such other duties as requested by the President or the board.

Section 3 — President-Elect. It shall be the duty of the President-Elect to preside at meetings of the club and the board in the absence of the President, to serve as a board member, and to perform such other duties as may be prescribed by the President or the board. The President-Elect shall appoint a planning committee to prepare for the new Rotary year to include preparation of the club budget, and appointment of committee chairs for the upcoming Rotary year. The President-Elect will attend President-Elect Training Seminar (PETS) and district assembly in the year prior to becoming President. The President Elect shall also complete Rotary Leadership Institute (RLI) Part 1 prior to assuming the office of President. The completion of RLI Parts II & III is encouraged but not required.

Section 4 — President-Designee. It shall be the duty of the President-Designee to perform duties as prescribed by the President or the board and attend PETS and district assembly prior to becoming President. It is desired that the President-Designee also attend PETS and district assembly during the term of President-Designee.

Section 5 — Secretary. The Secretary can be re-elected on an annual basis, for a term of not more than six (6) consecutive years. It shall be the duty of the Secretary to keep membership records; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary. At the beginning of the Rotary Year, the President, with consultation of the board, may appoint an Assistant Secretary to help with secretarial duties as needed by the Secretary. The Assistant Secretary is not a member of the Board of Directors.

Section 6 — Treasurer. The Treasurer can be re-elected on an annual basis, for a term of not more than six (6) consecutive years. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Board of Directors monthly and to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer, prepare records for annual financial review, and prepare IRS 990 for annual tax filing. 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. At the beginning of the Rotary Year, the President, with consultation of the board, may appoint an Assistant Treasurer to help with the duties as needed by the Treasurer. The Assistant Treasurer is not a member of the Board of Directors.

Section 7 — Sergeant-at-Arms. The term of the Sergeant-at-Arms is one year. 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 including, but not limited to logistical preparation for weekly club meeting and maintaining order in club meetings. The President may appoint an Assistant Sergeant-at-Arms to assist with these duties. Neither the Sergeant-at-Arms nor the Assistant Sergeant-at-Arms is a voting member of the Board of Directors.

Section 8— Conflict of Interest. Directors shall seek to avoid any conduct that could be construed to be a potential conflict of interest. Prohibited conduct includes: awarding contracts or work to a family member, including any extended family member, of the board of directors, and accepting personal fees or payments from

Bylaws of the Rotary Club of Warren County, Virginia, USA
June 2025 MOP Edition

an entity for which contracts or work is pending. It is not considered a conflict of interest to award contracts or work to club members who are not members of the board or their family members. Board members shall disclose any conflict or potential conflict prior to any votes that may be considered a conflict of interest. Further, board members shall excuse themselves from votes on matters that may be construed as a conflict of interest.

Section 8 a - If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 5: Meetings

Section 1 — Annual Meeting. An annual meeting of this club shall be held during December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 — The regular weekly meetings of this club shall be held on Wednesday at 07:00 am. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 — One-third of the total membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 — Regular meetings of the Board of Directors shall be held monthly on a date and time established by the incoming board at or before the first meeting of the Rotary Year. Regular monthly meetings of the board may occasionally be held by email at the discretion of the President. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given. Board meetings shall be open to all members. Minutes of the board meetings shall be maintained and made available to any member upon request. The President may elect to call for a vote on any motion brought to the board by a board member or committee chair between normally scheduled meetings. The results of those motions shall be documented and become a part of the official minutes of the next scheduled board meeting.

Section 5 — A majority of the seven voting board members shall constitute a quorum of the board.

Article 6: Fees and Dues

Section 1 — The admission fee shall be \$40.00 to be paid before the applicant can qualify as a member. The fee may be waived for previous Rotarians.

Section 2 — The membership dues shall be set by the board prior to 1 July each year. The dues shall consist of club dues, meeting room fees if applicable, district dues, and Rotary International dues and fees to include subscription to the Rotarian magazine, and RI Insurance. Other fees may be added at the discretion of the board.

Section 2a — Two Rotarians residing at the same address may subscribe jointly to the magazine.

Bylaws of the Rotary Club of Warren County, Virginia, USA
June 2025 MOP Edition

Section 2b — Membership of Younger Persons. The club may waive club dues and admission fees for members under the age of 35. In addition, the club may pay the district dues for that age group.

Article 7: Method of Voting

The business of this club shall be transacted by voice vote except the election of officers which shall be by ballot (see Article 3, Section 2). The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 8: Avenues of Service

The 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 will be active in each of the Avenues of Service.

Article 9: 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 reference to appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for 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.

Club committees are charged with carrying out the annual and long-range goals of the club. The President-Elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning. It is recommended that committee chairs have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership:** This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations:** 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.
- **Club Administration:** This committee should conduct activities associated with the effective operation of the club. The Club Administration Chair serves as the lead for drafting and reviewing the club's policies and procedures and revisions to the club's by-laws.
- **Service Projects:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. The committee identifies potential service projects that support the Rotary matching grants requirements. The committee chair shall, with the assistance of their committee members, develop the draft service projects budget for the incoming club president.

Bylaws of the Rotary Club of Warren County, Virginia, USA

June 2025 MOP Edition

- Fundraising: This committee shall develop and manage fundraising projects to support the club's service project requirements and other requirements identified by the board.
- The Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. Emphasis to be placed on participating as Sustainers (Every Rotarian Every Year); Paul Harris Fellowships; and other special programs of The Rotary Foundation. This Committee works closely with the Service Committee on grant processes for the Club.
- Additional ad hoc committees may be appointed as needed.
- Notes:
 - The President shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.
 - 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, such committees shall not take action until a report has been made and approved by the board.
 - Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, manage their portion of the budget, and shall report to the board on all committee activities.

Article 10: Attendance and Leave of Absence

Section 1 — Attendance requirements are set forth in the Standard Rotary Club Constitution.

Section 2 — 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 no longer than twelve (12) months. Prior to a member returning from a leave of absence, the member must submit a request to the board and receive board approval. At the end of the board approved leave of absence, the member shall be returned to active status unless the board has disapproved the return.

Under the provisions of the Standard Rotary Club Constitution the member's absence during the specified period is not computed in the attendance record of the club if applicable.

Article 11: Finances

Section 1 — Prior to the beginning of each fiscal year, the President-Elect 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service.

Section 2 — The Treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and charitable/service.

Section 3 — All bills shall be paid by the Treasurer or other authorized officer only when approved by two other officers or directors. Approval of an annual budget by the Board of Directors shall constitute approval for expenditures and no secondary approval by the Board of Directors shall be required except that the President

Bylaws of the Rotary Club of Warren County, Virginia, USA
June 2025 MOP Edition

may approve unbudgeted or excess (to budget) expenditures less than or equal to \$100.00. All other obligations shall require express approval of the board of directors.

Section 4 — A thorough review of all financial transactions by a qualified person shall be made once each year. The review will be performed by a qualified non-board member and an outside Rotarian, appointed by the President. A written report of the results of the review will be provided to the Board of Directors and approved by a majority of the attending membership at a regularly scheduled meeting.

Section 5 — Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 — The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 — Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Article 12: Method of Electing Members

Section 1 — Members propose new members to the Membership Committee Chair who adds the candidate's name to the secure folder on DACdb on the District 7570 website. Former members in good standing of another Rotary club may also be proposed for membership by the former club or by a member of the Rotary Club of Warren County, Virginia, USA. The names of potential new members will be available for review by club members for a minimum of two consecutive meetings.

Section 1a — The club may not limit membership on the basis of age, gender, race, color, creed, national origin, or sexual preference.

Section 2 — Member comments or concerns about proposed members must be provided to the President or Membership Chair within seven (7) days following the two consecutive meetings. The prospective member's name will then be presented to the Board by the Membership Chair for their review at their next scheduled board meeting. The Board shall ensure that each candidate meets the classification and membership requirements of the Rotary Club of Warren County, Virginia, USA Constitution. The Membership Chair will notify the club member proposing the potential member of the board's decision.

Section 2a — If the Board does not approve the candidate for further consideration of membership, no further action is taken.

Section 2b — If the Board determines the potential member is a good candidate for membership, the Membership Committee notifies the sponsor who shall invite the prospective member to club meetings, fundraisers and/or service projects.

Section 3 — If the potential member shows sufficient interest in Rotary, to include attending meetings, and is ready to become an active member, the Membership Committee shall inform the prospective member of the purposes of Rotary and the privileges and responsibilities of membership (a "Fireside Chat").

Bylaws of the Rotary Club of Warren County, Virginia, USA
June 2025 MOP Edition

Section 4 — The Sponsor shall formally submit the name of the candidate to the Secretary in writing along with a completed application form. The Secretary will provide the application to the Board at the next regularly scheduled board meeting. The Board shall review the completed application form to ensure the potential member still meets the requirements for membership. Following the Board's recommendation, the Club President shall invite the potential member to join the club.

Section 5 — The candidate, upon payment of the admission fee and applicable membership dues (if not honorary membership), as prescribed in these bylaws, shall be considered elected to membership.

Section 6 — Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

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

Article 13: Resolutions

The club shall not consider any resolution 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 14: Order of Business

The Order of Business at a regular weekly meeting may be adjusted by the President. The following is a guideline for items to be covered.

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features. • Reciting the Four Way Test
- Adjournment.

Article 15: Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.