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| |  |  | | --- | --- | | **Rotary Club of Staunton, Virginia**  **Bylaws**      **Article 1  Club Charter**    The Rotary Club of Staunton, Virginia (hereafter "the Club") is an unincorporated association whose object is to encourage and foster fellowship and the ideal of service as a basis of worthy enterprise. The Club was granted its charter, number 759, by Rotary International on August1, 1920 and is governed by the Standard Rotary Club Constitution (hereafter "the Club's Constitution"), whose provisions take precedence over these Bylaws.  The Club is exempt from federal taxation under Section 501(c)(4) of the Internal Revenue Code and, as such, is prohibited from engaging in any political activities (such as political endorsements, appeals or resolutions)and from distributing any of its net assets to its Members.      **Article 2  Five Avenues of Service**  The five Avenues of Service are the philosophical and practical framework for the work of the Club.  They are: Club Service, Vocational Service, Community Service, International Service, and New Generations Service. The Club shall be active in each of the five Avenues of Service.    **Article 3  Members**  **Section 1–*Qualifications.***  The qualifications for Membership in the Club, the kinds of Membership, the classification of Members and the limitations thereof, and the rights and privileges of Members shall be as set forth in the Club's Constitution.  **Section 2 –*Election of Members.***  The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the Board of Directors, in writing, through the Secretary.  The Board shall approve or disapprove the proposal within fifteen days of its submission and shall notify the proposer of its decision.  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, 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. If no written objection to the proposal is received by the Board from any Member of the Club within seven days following publication of information about the prospective Member, that person, upon payment of the initiation fee as fixed by the Board, shall be considered to be elected to Membership.  If any objection has been filed with the Board, it shall vote on the matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the initiation fee, shall be considered to be elected to Membership.  **Section 3 –*Sustaining Member.***  Each Member who contributes $100 or more annually to the Annual Programs Fund of The Rotary Foundation shall be designated a Sustaining Member.  **Section 4 –*Attendance.***  Each member is expected to attend the Club's regular meetings.  A Member may make up absences from meetings as prescribed by the Club's Attendance Policy and receive attendance credit for the absences.  In addition, a Member shall have the right to petition the Board to excuse a particular absence or absences for good and sufficient cause.  **Section 5–*Minimum Attendance Requirements.***Each Member who is not exempt pursuant to Sections 6or7 of this Article is expected to meet certain Minimum Attendance Requirements.  As prescribed by the Club's Constitution and the Club's Attendance Policy, each Member is required, in each half of the fiscal year, to attend at least 30 percent of the Club's regular meetings and to attend or make up at least 50 percent of the Club's regular meetings. No Member shall have four consecutive absences that are not made up or otherwise excused and satisfy the minimum requirements of this Section.  **Section 6–*Rule of 85.*** Upon request to the Board, a Member may be excused from the Club's Minimum Attendance Requirements, providing that the member is at least 65 years of age and the aggregate of the Member's years of age and years of membership in one or more clubs is 85 years or more.  **Section 7–*Leave of Absence.***  Upon request to the Board, setting forth good and sufficient cause, a Member may be granted a leave of absence excusing the Member from attending the meetings of the Club for a specified length of time, not to exceed twelve months.  **Section 8–*Dues & Assessments.***  Membership dues shall be fixed by the Board.  Every Member shall be encouraged to become a Sustaining Member by contributing$100 annually to the Annual Programs Fund of The Rotary Foundation.  Meals shall be charged to Members' accounts at a rate fixed by the Board.  Unless excused pursuant to Section 6 or 7 of this Article, a Member shall incur a meal charge whether or not the Member is present at the Club meeting.  Dues & assessment that are charged to a Member's account are payable quarterly.  Quarterly invoices shall be sent by email if the Member consents.  Providing an email address will be deemed consent.  Consent may be revoked in writing.  **Section 9–*Resignation of Membership.***  Upon resolving any indebtedness to the Club, a Member may resign from the Club by written request to the President or the Secretary.  The date the request is received shall be the effective date of resignation unless the Board otherwise determines.  **Section 10–*Termination of Membership.***  A Member who fails to meet the Minimum Attendance Requirements set forth in this Article may have his or her Membership terminated by a majority vote of the Board.  The provisions set forth in the Club's Constitution shall govern the termination of Membership and its appeal process.      **Article 4  Club Meetings**    **Section 1– *Club Meetings.***The regular weekly meetings of the Club shall be held on Tuesday at 12 Noon.  A meeting held on any other day or at any other time shall be a special meeting and shall require notice be given to all Members at least seven days prior to the meeting.  **Section 2 – *Annual Meeting.*** An Annual Meeting of the Club shall be held prior to December 15 in each year, at which time the Members will elect the Officers and Directors to serve for the ensuing year.  **Section 3–*Place of Meetings.***Meetings of the Club shall be limited to the City of Staunton and its environs. Regular meetings held at their regular location shall not require notice.  However, any change of place of a regular meeting shall require not less than seven days' notice of such change.  **Section 4–*Cancellation of Meeting.***In the event of inclement weather, the Club shall follow, without other notice, the same cancellation orders as the City of Staunton Schools.  Due notice of any other changes in or canceling of the regular meeting shall be given to all Members of the Club not less than seven days before such change or cancellation.  **Section 5–*Quorum & Voting.***One-third of the Club's active Membership shall constitute a quorum at any meeting of Members.Unless otherwise prescribed in these Bylaws, the business of the Club shall be transacted by *viva voce* vote unless the President, at his or her discretion, chooses another method.  An affirmative vote by a majority of the Members present at the meeting shall be an act of the Members unless a larger number is required by the Club's Constitution or these Bylaws.  No Member may vote by proxy.  **Section 6 –*Notice of Meeting.***  Whenever notice of meeting is required, it shall be announced at a regular Club meeting, if possible, and published on the Club's website at least seven days before the meeting, without further notice being required.  Notice of meeting also may be given by email or other electronic device if the Member consents.  Providing an email address or facsimile number will be deemed consent.  Consent may be revoked in writing.      [Page Break]**Article 5   Board of Directors**  **Section 1 –*Composition.***The governing body of the Club shall be the Board of Directors, which shall consist of ten Directors--namely, the President, the Immediate Past President, the President-Elect, the Secretary, the Treasurerandfive regularDirectors.  The five regular Directors shall serve two-year terms and shall be divided into two groups such that three are elected in one year and two elected in the following year.  **Section 2 –*Meetings.***  Regular meetings of the Board shall be held on the last Tuesday of each month at a time set by the President.  Special meetings of the Board may be called by the President, the Secretary or any three members of the Board.  In the event that the Board has pressing business that requires immediate attention, the President may announce an emergency meeting of the Board during a regular Club meeting.  The emergency meeting maybe held, without further notice, directly after the Club's regular meeting.  **Section 3 –*Quorum & Voting.***  A majority of the Directors in office, present at a meeting, shall constitute a quorum of the Board.  An affirmative vote by a majority of the Directors present at the meeting at which a quorum is present shall be an act of the Board unless a larger number is required by the Club's Constitution or these Bylaws.  No Director may vote by proxy.  **Section 4–*Action Taken without Meeting.***  Action may be taken by the Board without a meeting if the action is taken by three–fourths of the Directors in office voting in the affirmative.  Such action may be taken by email or other electronic device if the Director consents.  Providing an email address or facsimile number will be deemed consent.  Consent may be revoked in writing.  **Section 5– *Vacancies.***A vacancy in the Board or any office may be filled by action of a majority of the Directors in office.    **Article  6   Election of Directors and Officers**  A Nominating Committee, consisting of the President, the Immediate Past President, the President-Elect and two Past Presidents selected by the Board, shall make nominations to the Club at a regular meeting no later than fourteen days prior to the Annual Meeting.  From a list of Members who are eligible for each office as provided by the Secretary, the Committee shall nominate one candidate for each of the following offices: President-Elect, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and those Directors whose terms are expiring.  After the Club receives the report of the Nominating Committee, the President shall call for additional nominations from the floor.  Nominations from the floor shall require a second and the consent, in advance, of the person being nominated.  If there are no nominations from the floor, the President shall declare the nominations closed.  Should there be a contest in any office or directorship, the names of the contestants shall be placed on a printed ballot in alphabetical order under the appropriate office and shall be voted on at the Annual Meeting.  The candidates receiving the highest number of votes for each office under contest shall be declared elected to their respective offices.      **Article 7   Officers**  **Section 1 – *Officers & Terms.***  The Officers of the Club shall be a President, an Immediate Past President, a President-Elect, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer.  The person elected to the office of President-Elect shall automatically succeed to the office of President the next year and to the office of Immediate Past President in the following year.  The term of office for the Secretary, Treasurer and assistant officers shall be one year.  **Section 2 – *Qualifications.*** Any Member in good standing who has served on the Board shall be eligible for the office of President-Elect.  In the fiscal year prior to assuming the office of President, the President-Elect shall attend a President-Elect Training Seminar ("PETS") unless excused by the District Governor-Elect.  In the event that President-Elect fails to satisfy the conditions as prescribed in Article 10, Section 5(c) of the Club's Constitution, the President-Elect shall not succeed to the office of President.  Other Officers shall not require prior Board experience.  **Section 3–*President*.**  The President shall preside at meetings of the Club and the Board and shall perform such other duties as ordinarily pertain to the office of President and as the Board may direct.  **Section 4– *Immediate Past President*.** The Immediate Past President shall preside at meetings of the Club and the Board in the absence of the President and shall perform such other duties as the President or the Board may direct.  **Section 5– *President-Elect*.** The President-Elect shall perform such duties as prescribed in these Bylaws and as the President or the Board may direct.  **Section 6– *Secretary*.**  The Secretary shall keep the Membership records and report any changes thereof; record attendance at meetings; record and preserve the minutes of Board meetings; report as required to RI, including the semiannual reports of Membership on 1 January and 1 July of each year; provide the monthly attendance report to the District; and perform such other duties as the polices of RI, the Club's Constitution, these Bylaws, and the Club's policies may prescribed or as the Board may direct.  **Section 7– *Treasurer*.** The Treasurer shall have the custody of the Club’s funds; keep full and accurate accounts of receipts and disbursements in books belonging to the Club; and be responsible for depositing all monies in the name and to the credit of the Club in such depositories as may be approved by the Board and for disbursing the funds of the Club in accordance with the directions of the Board and its policies.  The Treasurer shall render to the Board at each regular meeting, or when the Board so requires, a full accounting of all financial transactions and of the financial condition of the Club.  The accounts of the Club shall be examined annually by a certified public accountant approved by the Board.  Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and other Club property.  **Section 8–*Assistant Officers.***  At the request of the Secretary or the Treasurer or in such person's absence, the appropriate assistant officer shall perform all of the duties of such office and, when so acting, shall have all the powers of the office of the Secretary or Treasurer, as the case may be, including serving as the person's alternate on the Board in the event that the person is unavailable.      **Article 8 Committees**    **Section 1–*Standing Committee Structure.***  The Club shall continuously maintain standing committees in five areas: Membership, Public Relations, Club Administration, Service Projects, and The Rotary Foundation. Each of the five Directors shall have primary responsibility for one of the above areas and of the standing committees under the respective area.  The Board shall establish such standing committees in each area as it deems necessary and desirable for the effective operation of the Club.  The duties, responsibilities and authority of these committees, and terms of their members, shall be determined by policies prescribed by the Board.  **Section 2 –*Committee Appointments.***Prior to the start of the new fiscal year, the President-Elect shall appoint, in consultation with the appropriate Director or Director-Elect, the chairs of the standing committees and the members thereof for the following year.  The chairs of the various committees and the members thereof shall serve at the pleasure of the President.  The President and the appropriate Director shall be *ex officio* members of each committee and shall have all the privileges of membership thereon.  **Section 3 –*Chair Responsibilities.***  Each chair shall be responsible for scheduling the committee's meetings and activities, shall supervise and coordinate the work of the committee, and shall report to the appropriate Director on all committee activities.  **Section 4 –*Special Committees and Task Forces.***In addition to the standing committees, the Board may appoint such special committees and task forces as are required to conduct the business of the Club.  Such committees and task forces shall be discharged by the Board upon completion of their specified tasks.  The chairs and members thereof shall be appointed by and serve at the pleasure of the President.  **Section 5 –*Procedural Rules.*** All committees and task forces shall be governed by the same rules of procedure as the Board.  **Section 6–*Limits of Authority.***  Unless authorized by the Board or these Bylaws, no standing or special committee nor any task force authorized under the provisions of this Article may exercise any power of the Board of Directors in the conduct of the affairs of the Club.  No committee or task force shall make any expenditure or commit the Club to any liability whatsoever, unless such expenditure or liability has been approved by the Board or has been budgeted by prior action of the Board.      **Article 9   Member 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 10  Indemnification**  Each person now or hereafter an Officer or Director of the Club (and such person’s heirs, executors, and administrators) shall be indemnified by the Club to the extent permitted by statute against all costs and expenses including all attorney's fees, imposed upon or reasonably incurred by such person in connection with or resulting from any action, suit, proceeding or claim to which such person is or may be made a party by reason of being or having been an Officer or Director of the Club.  Such right of indemnification shall not be deemed exclusive of any rights to which such person may be entitled under any other Bylaw, agreement, or otherwise.  Any Officer or Director may apply to the Board of Directors for an advance for expenses in accordance with the procedures provided in the Virginia Non-Stock Corporation Act (Section 13.1-878).      **Article 11  Fiscal and Membership Years**    The Club's fiscal year shall begin on the first day of July and end on the last day of June in the following year.  The membership year shall be the same as the fiscal year.      **Article12  Rules and Regulations**    The Board may from time to time adopt rules, regulations and policies for the management of the affairs of the Club that are not inconsistent with the provisions of the Club's Constitution or these Bylaws.    **Article 13   Amendments**  These Bylaws may be amended at any regular Club meeting, a quorum being present, by a two-thirds vote of the Members present, provided that notice of such proposed amendment shall have been given to each Member at least ten days before such meeting. No amendment or addition to these bylaws may be made which is not in harmony with the Club's Constitution and with the constitution and bylaws of Rotary International.      *Adopted September 28, 2010* |  | |