**Bylaws of the Rotary Club of Lexington Lunch, Lexington, Virginia**

MOP 2016, September 27, 2017

**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. President’s Council: Consists of PPs, IPP, P, PE and shall serve as the nominating committee and provide special assistance as requested by the President and President Elect

6. RI: Rotary International.

7. Club Year is the same as fiscal 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 thirteen (13) voting members of this club: President, President-Elect, President Nominee, Secretary, Treasurer, Immediate Past President and Directors. A Director-at-Large and the Sergeant-at-arms shall serve on the board ex- officio, with voice when present, but no vote.

**Article 3**: Elections and Terms of Office

Section 1 —

1. The Presidents Council (consisting of PP. IPP, P, and PE) shall meet at least one month prior to the annual meeting for the election of officers.

 2. The President Elect Responsibilities:

* 1. Shall ask for input from the Presidents Council for nominations for president-nominee, secretary, treasurer, outgoing Directors and sergeant-at-arms.
	2. Shall communicate with club members nominated to seek their consent to serve as an officer.
	3. Shall notify the club members via email of the nominations one week prior to the meeting for election of officers and request any additional nominations from the membership.
	4. Shall present the candidates nominated at the meeting for election of officers and ask for a vote of the members present in accordance with article 7.

3. Should more than one Member be nominated for any position, a ballot vote shall be conducted.

 Absentee ballots will be accepted via email from club members unable to attend the annual

 election and counted at the annual meeting.

4. No ballots will be accepted following the annual election.

5. Following the tallying of the ballots, the candidates for Secretary and Treasurer with a majority of the votes shall be declared elected to their respective offices by the nominating committee and will take office on July 1st of the upcoming Rotary year.

6. The candidate for president-nominee elected in such voting shall assume office as president-elect on the first day of July immediately following the vote.

Section 2 – The directors shall consist of the Directors of the standing committees discussed in Article 9 which may consist of Membership, Club Administration, Club Public Image, Service Projects, The Rotary Foundation, LLC Foundation.

Section 3—The Director-at-Large will be chosen by the President-elect with input as requested from the Presidents Council and will serve at the discretion of the Board.

Section 4 — A vacancy in the board or any office shall be filled by action of the remaining board members or Presidents’ Council.

Section 5 — A vacancy in the position of any officer-elect shall be filled by action of the remaining board members elect or Presidents’ Council.

 **Article 4**: Duties of Officers

Section 1 — President.

1. Shall preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of President.
2. Shall attend President-Elect Training Seminar (PETS), district assembly prior to assuming office and attend the District Conference.
3. Shall complete Rotary Leadership Institute (RLI) Part 1 prior to assuming office. The completion of RLI Parts II & III are encouraged but not required.

Section 2 — Immediate Past President.

1. Shall serve as director and consultant as requested by the president and board on prior year activities of Club, Rotary International, Rotary Foundation, and District 7570 processes.
2. Shall perform such other duties as requested by the President or the board.

Section 3 — President-Elect.

1. Shall preside at club and board meetings in the absence of the President.
2. Shall serve as a board member and perform such other duties as may be prescribed by the President or the board.
3. Shall appoint a planning committee for the new Rotary year: inclusive of the club budget and appointment of committee chairs for the upcoming Rotary year.
4. Shall attend President-Elect Training Seminar (PETS) and district assembly in the year prior to becoming President.

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

Section 5 — Secretary.

1. The term of one or two years.
2. Responsibilities and duties:
	1. Maintain membership records and report changes in membership to RI and district data bases.
	2. Provide monthly attendance report to district governor by required dates.
	3. Send out club notices of board and committee meetings
	4. Record and preserve the minutes of meetings
	5. Submit semi-annual reports as required by RI (July 1st & Jan 1st). Semi-annual reports 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 semiannual reporting period.
	6. Collect and remit RI official magazine subscriptions.
3. 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.

1. The term of the Treasurer is one or two years.
2. Responsibilities and duties:
	1. To maintain custody and oversight of club funds.
	2. To prepare Monthly Report and submit to the Board of Directors.
	3. To prepare Annual Report prepared and submitted to club.
	4. To prepare records for annual financial review.
	5. To prepare IRS 990 for annual tax filing.
3. 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.
4. 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 – Director-at-Large. Shall serve at the discretion of the Board of Directors. This individual will perform such duties as may be prescribed by the president or the board including, but not limited to training, strategic planning, coaching, etc. The Director-at-Large may attend Board meetings but is not a voting member of the Board of Directors.

Section 8 — Sergeant-at-Arms.

1. The term of the Sergeant-at-Arms is one year.
2. 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, taking attendance, if required, at meetings.
3. The President may appoint an Assistant Sergeant-at-Arms to assist with these duties. Both the Sergeant-at-Arms and the Assistant Sergeant-at-Arms may attend Board meetings but are not voting members of the Board of Directors.

Section 9— Conflict of Interest.

1. Directors shall avoid any conduct which could be construed as conflict of interest.
2. Prohibited conduct includes: awarding contracts or work to a family member or extended family members of the board of directors.
3. Non-acceptance of personal fees or payments from an entity for which contracts or work is pending with the club.
4. It is acceptable to award contracts or work to club members who are not members of the board or their family members.
5. 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.

**Article 5**: Meetings

Section 1 — Annual Meeting: Shall be held during December in each year, at which time the election of officers to serve for the ensuing year shall take place.

Section 2 — Club Meetings.

1. The regular meetings shall be held on the first and third Wednesdays at 12:05 pm.
2. Power of an Hour meetings shall take place on the 2nd Wednesday or as announced by the President.
3. The fourth Wednesday meeting shall be a Vocational activity, a family event, or a Club social as announced by the President.
4. Club Assemblies will be scheduled quarterly (or as needed) during a regular weekly meeting date.
5. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.
6. All members, with the exception of an honorary member or member excused pursuant to the standard Rotary club constitution, in good standing club, on the day of the regular meeting, must be counted as present or absent.
7. Member attendance must be evidenced by the member’s being present for at least thirty percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9, Sections 1 and 2.

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

1. Shall be held monthly on a date and time established by the incoming board at or before the first meeting of the Rotary Year.
2. Regular monthly meetings of the board may occasionally be held by email at the discretion of the President.
3. 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.
4. Board meetings shall be open to all members.
5. Minutes of the board meetings shall be maintained and made available to any member upon request.

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

**Article 6**: Fees and Dues

Section 1 — Admission Fee

1. The club member admission fee shall be set by the RCLL board of directors.
2. This fee is to be paid before the applicant can qualify as a member, except as provided for in the standard club constitution, Article 11.

Section 2 — Membership dues

1. Shall be set by the board prior to 1 July each year.
2. Shall consist of club dues, district dues, and Rotary International dues and fees to include subscription to the Rotarian magazine.
3. All members of the Rotary Club of Lexington Lunch, Lexington, VA shall be Sustainers of the Rotary Foundation which requires $100 annual payment to TRF (a tax-deductible donation) and is included in annual Club dues.
4. Dues will be charged quarterly.

Section 2a —Each member may choose to receive either the printed copy of the Rotarian magazine by mail or an electronic copy on line. Two Rotarians residing at the same address may subscribe jointly to the magazine.

**Article 7**: Method of Voting

The business of this club shall be transacted by viva voce vote\*. The board may determine that a specific resolution be considered by ballot rather than by viva voce vote. (\* Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

**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

1. 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.
2. 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.
3. 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.
4. Standing committees should be appointed as follows:
	1. Membership: Shall develop and implement a comprehensive plan for the recruitment and retention of members.
	2. Club Public Image: Shall develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities.
	3. Club Administration: Shall conduct activities associated with the effective operation of the club; speakers, Rotarian of the Week (ROTW).
	4. Service Projects: Shall develop and implement educational, humanitarian, and vocational projects that address the needs of its local community and international communities.
	5. The Rotary Foundation: Shall 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.
	6. The Lexington Lunch Foundation: See documents associated with the LLC Foundation for details.
	7. Fundraising: This Ad hoc committee shall develop and manage fund raising projects to support the service project requirements and fund-raising of the club and other requirements identified by the board.
	8. Additional ad hoc committees may be appointed as needed.
5. The President shall be ex-officio-member of all committees with all privileges of membership thereon.
6. 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 act until a report has been made and approved by the board.
7. Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

**Article 10**: Member Attendance and Leave of Absence

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

Section 2 — Member Leave of Absence

1. Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member in good standing from attending the meetings of the club for no longer than twelve (12) months.
2. Prior to a member returning from a leave of absence, the member must submit a request to the board and receive board approval.
3. 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.
4. 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.
5. LOA members shall continue to be responsible for the payment of RI, District, and Club dues during his/her leave of absence.

**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 detail club operations.

Section 2 — The Treasurer shall deposit all club operation funds in a bank, named by the board.

Section 3 — All bills shall be paid by the Treasurer or other authorized officer. 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 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 an individual with book keeping or accounting skills shall be completed in June prior to the new Rotary year. This individual shall be a non-Rotarian appointed by the President. A written summary report of this review will be provided to the Board of Directors.

Section 5 — The fiscal year begins on 1 July and ends on June 30. 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.

**Article 12**: Method of Electing Members. The club may not limit membership based on age, gender, race, color, creed, national origin, or sexual preference.

Section 1— The prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership by attending a Prospective Member Orientation, which shall also be attended by one or more of the following; the President, the Sponsor and the Membership chair. Following this event, 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 Board and then the club as outlined below.

Section 2—The name of a candidate, proposed by an active Member of the club, shall be submitted to the Board 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 shall be kept confidential except as otherwise provided in this procedure.

Section 3 — The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 4 -- The board approves or disapproves the candidate’s membership as soon as possible and notifies the proposing member/Sponsor, through the Club Secretary, of its decision.

Section 5 — If the Board approves the candidate’s membership, the name and proposed classification of the prospective member is published to the membership.

Section 6— If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within **seven (7) days** following publication, that person shall be elected to membership. If any such 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 shall be elected to membership.

Section 7— Following the election, the Club President shall inform the potential member that he/she is considered elected to membership of the RCLL subject to payment of the admission fee and applicable membership dues (if not honorary membership), as prescribed in these bylaws.

Section 8 — Following the election to membership, the President shall arrange for the new member’s induction, member pin, and new member Rotary literature. In addition, the Secretary will report the new member information to RI and the President-elect will assign a Mentor 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 9 — 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. Rotarian of the Week (ROTW). 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. The Object of Rotary. Adjournment.

**Article 15**: Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, if notice of such proposed amendment shall have been mailed or emailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.