

# BYLAWS OF THE ROTARY CLUB OF HAMPTON ROADS (RCHR)

## Article I Introduction.

Section 1 – The RCHR is a federally recognized 501 (c) (4) social welfare organization incorporated in the Commonwealth of Virginia. The organization structure of the RCHR is based on a logical, ethical and rational perspective that also is functional, useful, and realistic. It is the Rotary International's charge that "Rotary's five Avenues of Service are the philosophical and practical framework of this Rotary club" as described in the RI Standard Rotary Club Constitution.

Section 2 – The Rotary International (RI) Manual of Procedure, RI's Constitutional Documents, RI's Code of Policies, and RI Guiding Principles and Areas of Focus provide guides and requirements for the governance of Rotary Clubs. The current RCHR Constitution is the RCHR's governing document along with these bylaws. These Bylaws shall be supplemented with RCHR policies and procedures. Organization and procedures not covered by the documents contained in this Article shall conform to the current edition of Robert's Rules of Order Newly Revised to the greatest practical extent.

Section 3 – The RCHR shall maintain transparency of its organization, procedures, and related electronic and paper documents except: (1) the roster of members that contains their personal club number, RI account access, and personal contact information; and (2) negotiations with other activities related to fundraising.

Section 4 – The RCHR shall endeavor to build a well-balanced membership that celebrates diversity, equity, and inclusion in its members, avenues of service activities and governance.

Section 5 – The RCHR has two mutually supporting organizations which are integral to RCHR administration. They have independent boards exclusively comprised of RCHR active members. They are the RCHR Foundation which is a federally recognized 501 (c) (3) public charity incorporated in the Commonwealth of Virginia and the RCHR Donor Advised Fund (DAF). For more information, see Article IX, Sections 8 and 9 of these Bylaws.

Section 6 – Definitions. Basic definitions are in the RCHR Constitution, Article 1. Definitions pertaining to these Bylaws follow:

- a. Activity: Any action taken by the club or its members, including events, functions, projects, reviews and changes to club documents.
- b. Club or RCHR: Rotary Club of Hampton Roads.
- b. Committee: Any activity that includes three or more club members organized to perform a function, project, or other activity.
- c. Function: Any duty that is required to be performed by one or two active members.
- d. Project: Any activity performed for the benefit of club members or the Community that requires the formation of a committee and use of club resources.
- e. Quorum: A club quorum is 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 officers and directors for board decisions.

## Article II Board of Officers and Directors

Section 1 - The governing body of this club shall be the Board of Officers and Directors (club board) who are active members in good standing and are the elected president, president-elect, secretary, treasurer, and avenues of service directors (service directors). The immediate past president is a statutory member. The board shall include ex officio, non-voting members who shall be the sergeant-at-arms, executive secretary, and standing committee chairs. In accordance with the RCHR Constitution, Article 11, Sections 1-3, the board is the ultimate authority in the club and has general control of all officers and committees. The board is chaired by the club president.

Section 2 - All members of the board, except ex officio members, shall have voting privileges. Ex officio members are appointed members of the board, who are not elected to represent the members. Committees responsible to avenues of service report to the board through their service chairs.

Section 3 - All RCHR business (including initiatives, projects, goals and objectives, procedures, etc. or significant changes thereto) shall be initiated by at least three club members in writing. The club business should be conducted through the appropriate service director and their committees and subcommittees in a transparent manner. 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. The board has authority to implement RI directives after informing the club membership of the directive, without seeking membership approval, except for adoption of a new Rotary Standard Club Constitution and revisions to these bylaws which require acceptance by the club active membership. For budgeting responsibilities, see Article IX, Section 2 of these bylaws. No resolution affecting the RCHR Foundation or the RCHR DAF shall be passed by the club board without the concurrence of the respective board.

Section 4 - Regular meetings of the board shall be held monthly on a schedule specified by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two elected members of the board, due notice, accompanied by the meeting agenda, in writing by any means of communication having been given three days prior to such meeting, except in cases of an emergency. The meeting agenda may be accompanied by "consent agenda(s)" if all board members consent to their use. Meetings of the board are open to all club members and duly invited guests may attend.

Section 5 - The president-elect shall hold a meeting with the new and continuing club board members and standing committee chairs in June to orient members and approve the club goals, budget, and schedule for the coming year. The monthly club board meeting shall address adjustments to the budget and updates to the schedule, if required. A mid-year review shall be held in December to address adjustments to the budget and schedule.

Section 6 - A majority of the board voting members shall constitute a quorum of the board.

Section 7 – Board Administration. The board is supported by three standing committees; the board administration and finance (administration-finance), service projects, and RI foundation committees as described in Article VIII, Section 3 of these Bylaws. The board administration-finance committee:

a. Is supported by two special committees; the board awards committee and board ~~audit~~ **review** committee; and

b. Has cognizance over the RCHR foundation, the RI foundation committee, and the donor advised fund as described in Article IX of these Bylaws.

Section 8 – Past Presidents Council. The council is composed of all Rotary club past presidents who are current RCHR active members. It is an advisory council to the board and assists the immediate past president and executive secretary with club training and nominations. It meets on call of its chair that is elected by the council for a two-year term and may be reelected.

### **Article III Election of Officers, Directors, and Board Members with Terms of Office**

Section 1 - The officers shall be elected annually by the club active membership at the annual membership meeting. The officers are the president, president-elect, secretary, treasurer and open directors' positions. For further information see the RCHR Constitution, Article 11, Sections 4 and 5. Election of board members shall follow Section 3 of this Article.

Section 2 - At the beginning of each club year on 1 July, unless reelected, the past year's president shall become immediate past president, the past year's president-elect shall become president and the past year's secretary shall become president-elect of the club. The service directors shall serve for two staggered years and those with unexpired terms shall remain directors. All eligible officers and directors shall be elected annually by the membership at the annual membership meeting.

Section 3 – Annually, the board shall appoint a nominating committee of at least three, but no more than five, RCHR active members who are on the past presidents council and not voting members of the board. The president-elect shall be an exception and serve as a voting member. The chair of the nominating committee shall serve for no more than two consecutive years.

a. The committee shall initially meet at the beginning of the Rotary year to assess the future need for club officers and directors. The committee shall consult with the current officers and directors concerning the needs of the club and with the chairs of the RCHR foundation and donor advised fund regarding their needs. The committee shall identify and ensure required training is received by the potential candidates.

b. Not less than three months prior to the annual membership meeting, the committee shall announce a call to the club active members for nominations for secretary, other officers, and directors whose terms expire at the end of the current Rotary year.

c. The committee shall submit a slate of nominees to the membership in writing at least 30 days prior to the annual membership meeting.

d. At the annual meeting, additional nominations may be made from the floor by any active member, with prior consent of the member being nominated.

Section 4 – There shall be a limit of tenure in the officers and directors of two consecutive elected terms, except the treasurer who may be reelected as required. The membership at the annual membership meeting may over-ride this limitation by an affirmative vote of two-thirds of the voting members present.

Section 5 – Upon announcement of the call of the chair of the nominations committee for nominations, nominations shall remain open until all members make nominations from the floor immediately prior to the election. The nominations duly made and only one person is nominated for each open office, the presiding officer shall ensure that no members wish to make further nominations. If more than one member is nominated for an office, the nominations shall be placed on a ballot in alphabetical order under each office and published at least two days prior to the election. Nominations from the floor shall be added to the ballot by the voter writing the nominee on the ballot without regard to alphabetical listing. Once completed, the ballot shall be submitted for voting at the annual meeting for election of officers. For voting procedures, see Article VII, Section 1 of these bylaws.

Section 6 - The candidate for secretary, or other officer, receiving a majority of the votes shall be declared elected to this office. The candidates for service directors receiving a majority of the votes shall be declared elected as directors and shall each serve two-year terms.

Section 7 - Should the position of president become vacant before the president-elect is qualified to fill that position, the immediate past president shall act as president until the president-elect is qualified. Should the immediate past president not be available, the board shall appoint a qualified club member to fill that position until the president-elect is qualified.

Section 8 - In order to ensure the continued services of other officers and directors, should a vacancy exist in the position of any officer (other than the president), director, officer-elect, or director-elect due to resignation, non-availability or inability to perform duties, the following actions are to be taken.

a. Resignation: The board shall notify the nominating committee of the vacancy and the committee shall immediately proceed as set forth in this Article Section 3, without regard to the timelines and annual meeting requirements.

b. Non-availability or Inability to Perform Duties: The board shall provide a notice to the incumbent of the requirement in advance of the regular club meeting at which removal shall be approved by a majority vote of the members present. The board shall consult with the nominating committee to determine whether the resulting vacancy shall be filled by an election at that meeting or a subsequent regular meeting of the membership.

Section 9 – Terms of office for each role are for the term specified or until their successors are elected:

President – One year unless reelected for only an additional year and any term can be extended for only one year, if no successor has been elected or the president elect position is vacant and another successor has not been selected.

President-elect – According to Article 11, Section 5 of the Club Constitution.

Secretary – According to Article 11, Section 5 of the Club Constitution.

Treasurer – The treasurer shall serve as an elected position on the board for a two year term and may be reelected as the club desires.

Director – Service directors shall be elected biennially and appoint assistants, who may be committee chairs, to serve in their absence.

Section 10 – Members may be elected to fill more than one board position but shall be entitled to one vote regardless of the number of positions held.

#### **Article IV Duties of Officers and Directors**

Section 1 - President. It shall be the duty of the president to:

- a. Preside at meetings of the club and board;
- b. Ensure each meeting is carefully planned, opening, and adjourning on time;
- c. Confirm each committee has definite objectives and is functioning consistently;
- d. Cooperate with the district governor and assistant governor on club and district matters;
- e. Attend and assure club members attend the district conference;
- f. Pass information from district to the club board and membership, as appropriate;
- g. Submit each June a report to the club on the status of club finances and the extent to which the club has achieved its annual goals and objectives;
- h. Work with the president-elect to ensure a smooth transition of authority, including the transfer of relevant records, documents, and financial information;

- i. Assure continuity of club administration and operations; and
- j. Perform such other duties as ordinarily pertain to the office of President and board chair in accordance with the RCHR Constitution.

Section 2 - President-Elect. It shall be the duty of the president-elect to:

- a. Preside at meetings of the club and board in the absence of the president;
- b. Serve as chair of the awards and *review* committees;
- c. Co-chair the administration-finance and nominating committees;
- d. Be a member of the nominating committee;
- e. Supervise the implementation of the RI initiative on diversity, equity, and inclusion and make monthly reports to the club board as may be required;
- f. Conduct planning and budgeting meetings, in collaboration with the board officers, directors, and executive secretary, prior to the start of the year in office;
- g. Appoint committee chairs and members to fill vacancies in the committees over which the president-elect has cognizance no later than 31 March; and
- h. Perform such other duties as may be prescribed by the president or the board in accordance with the RCHR Constitution.

Section 3 - Secretary. It shall be the duty of the secretary to:

- a. Serve as co-chair of the club membership committee;
- b. Be a member of the board administration-finance committee;
- c. Keep the records of membership;
- d. Receive the attendance at meetings from the sergeant-at-arms and the virtual coordinator/host and provide the attendance to the membership committee chair and other activities, as required;
- e. Send out notices of meetings of the board and include the meeting agenda for board meetings;
- f. Record, preserve, and within 30 days after all board meetings make available to all members the written minutes of board meetings;
- g. Make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI by the date specified by RI so that the club semi-annual invoice is properly calculated. These 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 July or January semiannual reporting period;
- h. Report changes in membership;
- i. Provide attendance reports as requested by the district governor;
- j. Collect and remit to RI subscriptions to *The Rotarian*; and
- k. Perform such other duties as usually pertain to the office of secretary.

Section 4 - Treasurer. It shall be the duty of the treasurer to:

- a. Have custody of all funds and accounts, accounting for same to the club annually and at any other time upon demand by the board;
- b. Ensure that Club funds are deposited in a bank designated by the boards;
- c. Be responsible for implementing the RCHR financial policies and control procedures;
- d. Work with the accountant employed by the board;
- e. Ensure that monthly financial reports to the board and others as required by the president, president-elect, and board executive secretary are submitted;
- f. Serve as the statutory treasurer of the RCHR Foundation Board of Trustees and the RCHR DAF Board, and a member of the board administration-finance committee;
- g. Ensure that reports on the status of the RCHR foundation and RCHR DAF as requested are submitted;
- h. Ensure that the club operations and RCHR foundation accounts are maintained as

separate accounts;

- i. Ensure that club members are provided with an annual financial statement of the club and a mid-year financial report, with current and previous year income and expenses to the members at a regular meeting;
- j. Ensure federal and state financial filing requirements are met annually;
- k. Perform such other duties as pertain to the office of treasurer; and
- l. Upon relinquishing the duties of the office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts and any other club property.

Section 5 - Immediate Past President. The immediate past president shall;

- a. Serve as a voting board member;
- b. Assist in planning and ensuring implementation of effective club capacity-building programs consistent with the Object of Rotary;
- c. Act as the club trainer and conduct a club comprehensive training plan that includes orientation of new members and leadership training for future club officers; and
- d. Take actions that are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 6 – Sergeant-at-Arms. The sergeant-at-arms shall be an appointed, ex officio, non-voting member of the board who shall be eligible for annual reappointment and has the following duties:

- a. Set up the weekly meetings of the club;
- b. Ensure fees are collected at meetings;
- c. Ensure weekly attendance records for regular meetings are kept and turned over to the secretary, treasurer, and membership chair after each meeting;
- d. Account for fees collected to the treasurer;
- e. As required, maintain order in club meetings;
- f. Ensure the weekly meeting facility is returned to its original condition;
- g. May serve as chair of the house committee; and
- h. Perform such other duties as pertain to the office of sergeant-at-arms.

Section 7 – Avenues of Service Directors (Service Directors). Each director is responsible for the avenue of service to which elected as defined by the avenues of service contained in the RCHR Constitution, Article 6. The club will be active in each of the five avenues of service; Club Service (including fellowship), Vocational Service, Community Service, International Service, and Youth Service. The designated club standing, special, and ad hoc committees support each avenue of service as described in Article VIII of these bylaws. The directors also shall:

- a. Accomplish (1) RI and district mandated goals which are within the cognizance of each avenue of service and the responsibility of club standing committees and (2) the development and implementation of RCHR annual and long-range clearly defined and measurable goals within their avenue of service and the standing committees as described in Article VIII, Section 1 of these bylaws;
- b. Ensure the planning and development of service projects within their respective avenues in conjunction with the service projects committee chair as submitted by the project sponsor's team;
- c. Submit supporting budgets to the budget committee;
- d. Supervise their avenue of service and the committees that fall under their cognizance;
- e. Make monthly reports to the club board on behalf of committee chairs, if they are not present; and
- f. Ensure continuity by having an active member appointed as an assistant service



director; and

g, Turn over all relevant reports, documents, and financial records to the next director.

Section 8 – Executive Secretary and Assistant Treasurer. The board executive secretary and assistant treasurer shall be ex officio, non-voting board members. The executive secretary shall co-chair the board administration-finance committee with the club President-elect and have such powers, duties, and responsibilities as set forth in club policies and procedures, or as may be assigned by the board from time to time. The assistant treasurer shall perform duties assigned by the Treasurer and be a member of the board administration-finance committee. The renewable appointments shall be for four years.

## **Article V Meetings**

Section 1 - Annual Active Membership Meeting. An annual meeting of the club shall be directed at: (1) the election of officers and directors for the coming Rotary year; (2) presentation of a mid-year report, including current year income and expenses, together with a financial report on the previous year; and (3) a review of the Club Constitution, bylaws, and club functioning. The annual meeting may be scheduled no later than 31 December. The date of the annual active membership meeting shall be decided by the club board and published to the club membership at least 30 days before the annual meeting date.

Section 2 - The regular weekly meetings and the annual meeting of this club shall be held on Friday at 7:30 a.m. by in-person or virtual attendance. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, excepting honorary members (or member excused by the board, pursuant to Article 10, Sections 3-5 of the Club Constitution, including those under the “Rule of 85” those on “Leave of Absence” contained in Section 3 of this Article), in good standing in the club, on the day of the regular meeting, must be counted as present or absent. A member shall be counted as attending a regular meeting as set forth in the Club Constitution, Article 10, Section 1.

Section 3 – Form of Meetings. Club, board, and committee meetings may be conducted in-person, virtual, or a combination thereof. Attending members who are not present in-person shall have the opportunity to participate by virtual means. The notice of meetings that include virtual participation shall include a description of how to participate, including the electronic link to the meeting, and the meeting’s electronic “host” who controls the electronic aspects of the meeting. Any meeting using virtual participation shall follow rules adopted by the club in the club policies and procedures. Minutes shall provide a record of what was done and shall include: (a) the date, time, and location of the meeting, (b) the members recorded as present or absent; (c) a summary of the discussion on matters proposed, deliberated, or decided; (d) a record of any votes taken; (e) unresolved issues requiring future action; and (f) presentations and reports as attachments or issued separately. The minutes with ancillary material are intended to provide a substantive history to both attendees and non-attendees. Board meeting minutes are the responsibility of the club secretary and minutes of committee meetings are the responsibility of the committee chair. Minutes of regular RCHR weekly meetings are not required, but the results of any action taken by the membership at the annual meeting or other weekly meetings shall be reflected in the board meeting minutes for that month.

Section 4 – 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; provided such member shall be required to

pay all club dues on time during such leave of absence. Article 10, Section 5 of the Club Constitution provides information on maximum lengths of excused absences.

Section 5 – The president shall control the order of business of all meetings of the club; provided all regular club meetings shall include the following in a sequence as determined by the presiding officer:

- Meeting called to order
- Inspiration and Pledge of Allegiance
- The Four Way Test
- Introduction of visiting Rotarians and guests
- Announcements
- Address other program features
- Adjournment

## **Article VI Dues**

Section 1 - The admission fee shall be an amount as determined by the board and shall be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be an amount per annum as determined by the Board and shall be payable semiannually on the first day of July and of January, with the understanding that part of each semiannual payment shall be applied to RI and district dues and fees and each member's subscription to The Rotarian magazine. See also these bylaws, Article IX, Section 7.

## **Article VII Method of Voting**

Section 1 - The business of this club shall be transacted by voice or hand vote except the election of officers and service directors, which shall be by ballot if one or more positions have more than one nominee. Should there only be one nominee for each position, the presiding officer shall declare that the nominee(s) are elected by acclamation; Article III, Sections 5 and 6 of these bylaws pertain.

Section 2 - The board may determine that a specific resolution be considered by ballot rather than by a voice or hand vote. By prior approval of the board, proxy votes may be accepted. Voting during virtual meetings shall be by roll call voice vote, considered a ballot vote, conducted by the secretary who shall open the poll and close it after assuring that everyone has voted. When the rolls are closed, the secretary shall announce the result to include the number of members voting on each side of the question, those abstaining, and those who acknowledge their presence without casting a vote. Business also may be conducted by unanimous consent.

## **Article VIII Committees**

Section 1 – Club committees support the avenues of service by carrying out the club's annual and long-range goals for which they are responsible. The committees comprise those listed in Article 11, Section 7 of the Club Constitution as well as those listed below. All committees shall have only one chair, or one chair and one co-chair, and at least three members. Every club member is expected to serve on at least one committee and be active in a club project or function, unless excused for good cause by the president. Every club project shall be supported by a committee. Projects or other activities involving less than three members are



considered “functions”.

Section 2 – The service directors may form committees to assist them with approval of the club board.

Section 3 – Standing committees are charged with: (1) supporting the board and each of the service directors under which each committee functions; (2) coordinating their efforts to achieve the club’s annual and long-term goals; and (3) reporting to the club board through their service chairs on the status of their activities monthly.

a. The president-elect, president, and immediate past president shall work with the service directors to ensure continuity of leadership and succession planning.

b. Prior to the start of the appropriate Rotary year, candidates for standing committee chairs, except board administration and finance, shall be appointed by the president-elect with the concurrence of the secretary-elect and the appropriate service director or service director-elect for appointment by the board to serve for a term of two years.

c. Standing committee chairs should attend the annual District Training Assembly.

d. When feasible, committee members shall be appointed to the same committee for three years to ensure consistency. The chair should have previous experience as a member of the committee.

e. The board may form additional standing committees with the concurrence of the active members of the club.

f. Two types of standing committees are board and club, and they shall be staffed and have responsibilities as follows:

(1) Board Administration-Finance Committee. The committee shall be co-chaired by the executive secretary and president-elect and have as statutory members the club treasurer, secretary, and immediate past president along with the chairs of the RI foundation, RCHR foundation and DAF boards, or their representatives, and the accountant retained by the club. For budgeting, the committee shall include the service directors. The committee shall:

(a) Ensure that notices of board meetings are sent;

(b) be responsible for club planning and procedures and have a member who is skilled in planning and Roberts Rules of Order Newly Revised serves as the club parliamentarian

(c) Support the club training program in conjunction with the immediate past president and the Past Presidents Council;

(d) Have cognizance over the awards committee and help as required;

(e) Employ and manage the RCHR accountant;

(f) Oversee all finances and financial controls related to the club in accordance with Article IX of these bylaws;

(g) Supervise all club fundraising and the support of club ~~core~~-charities;

and

(h) Coordinate its activities with the RI foundation committee, and the donor advised fund and the RCHR foundation boards.

(2) The RI Foundation Committee. The committee shall be under the cognizance of the board administration-finance committee to develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

(3) Board Service Projects Committee. The committee shall be under the cognizance of the club board, support the service directors, and coordinate activities with the

administration-finance committee. The committee shall:

- (a) Coordinate projects, developed by the service directors including district grants and other service projects;
- (b) Work with the other service directors on the development of projects;
- (c) Supervise all service projects;
- (d) Coordinate and have approved by the board all new service projects (including fundraising projects) originated by each service director and any Rotary Action Groups that the club or its members may be involved;
- (e) Maintain the club master schedule of meetings and events for the current Rotary year, except the speakers committee's weekly programs; and
- (f) Support the president-elect for planning the schedule for the coming Rotary year.

(4) Club Membership Committee. The committee shall be under the cognizance of the club service director. The committee is co-chaired by the club secretary and shall be responsible for membership composition and classification as required by the Club Constitution, Articles 8 and 9, and support caring for members needing sunshine support due to adversity. The committee shall develop and implement a comprehensive plan for the recruitment and retention of members and leaders, with the understanding that all Rotarians equally share the personal responsibility to promote the benefits of Rotary membership and that diversity, equity, and inclusions are the responsibility of every member. The committee also is responsible for implementing the provisions of Article X of these bylaws for electing new members.

(5) Club Public Image Committee. The committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities under the cognizance of the appropriate club service director. The committee is responsible for the bulletin, sending out notices of weekly meetings of the club in coordination with the speakers committee, and website, virtual participation in club activities by electronic means, and efforts to effectively brand and market the club and Rotary.

(6) Club Speakers Committee. The committee shall, under the cognizance of the vocational service director, select guest speakers for meetings to present topics that are interesting and relevant, but not politically partisan, in line with club goals and other club requirements. Priority shall be given to club requirements as determined by the club board and president. The committee chair and committee members who are responsible for the weekly speakers programs each month are authorized to communicate directly with the club board, president, president-elect, the members responsible for the club bulletin and website on weekly speakers programs to be presented and the executive secretary for meeting location, as required.

Section 4 – Club special committees that are essential to club operations should be appointed, with club board approval, by the appropriate officer, service director, standing committee chair, or other body for terms and responsibilities as follows:

a. Review; Chaired by the president-elect for one year under the cognizance of the board administration-finance committee. See these bylaws Article IX, Section 3.

b. Awards: Chaired by the president-elect for one year under the cognizance of the board administration-finance committee and comprised of four appointed members of the past president's council. It shall be supported by the service chairs and standing committee chairs as required. The committee shall maintain records of club activities and achievements and meet at least quarterly to select candidates to be recommended to the club board; (1) for the club Rotarian

of the Year; (2) other special recognition of members required or requested. The committee is responsible for assembling and submitting the appropriate club documents to the District 7600 Awards Committee, in accordance with District 7600 guidance, for club recognition.

c. Interact: Chaired by a member of youth services for two years under the cognizance of the youth service director. See applicable RI and District 7600 references.

d. House Committee: Chaired an appointed chair or the Sergeant-at-Arms and, at a minimum, have an assistant and two greeters.

e. Nominating: See Article III of these bylaws.

f. RYLA: Chaired by a member of youth service for two years under the cognizance of the youth service director. See applicable RI and District 7600 references.

f. Other Special Committees, when activated, may include:

- (1) Rotary Action Groups: Under the cognizance of the service projects director;
- (2) Rotary Fellowship Groups: Under the cognizance of the club service director;
- (3) Rotaract: Under the cognizance of the vocational service director.

Section 5 – Club ad hoc (temporary as needed) committees may be appointed by the appropriate standing committee chair or service director, with approval of the club board for the duration of a project that shall not exceed the current Rotary year. Exceptions to the time limit shall be addressed by the appropriate service director and president-elect. The committees will address projects that support the Object of Rotary and the Four-Way Test within the Five Avenues of Rotary Service, and in accordance with Rotary’s Guiding Principles and Areas of Focus, and the Rotary Code of Policies. Service projects should be planned so that the families of club members can easily participate.

a. Requirements for having projects approved are contained in club policies and procedures.

b. Recurring ad hoc committees may include:

- (1) District Grants: Chaired by a member of the applicable avenue of service.
- (2) Global Grants: Chaired by a member of international service.
- (3) International Exchange: Chaired by a member of international service.
- (4) Pints-for-Polio: Chaired by a member of international service
- (5) Planning and Procedures: Chaired by the club parliamentarian and when

activated shall include the president, president-elect, the immediate past president, the executive secretary, a service director, and a standing committee chair. The committee is responsible for the development and maintenance of the Club Constitution, Bylaws, Strategic Plan, and Club Policies and Procedures.

Section 6 – The president, president-elect, and the appropriate service director shall be ex officio members of all committees and, as such, shall have all the privileges of membership thereon.

Section 7 – Unless authorized by the club board or these bylaws, no standing, special, or ad hoc committee authorized under the provisions of this article may exercise any power of the board in the conduct of the affairs of the club. No committee shall make any expenditure or offer club support that results in a club liability whatsoever or commit the club to any liability whatsoever unless such expenditure has been approved by the board or has been budgeted by prior approval of the club board.

Section 8 – 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 appropriate director or the board with concurrence of the appropriate director on all committee activities.

## **Article IX Finances**

Section 1 – All club finances shall be conducted under the cognizance of the board administration-finance committee which shall:

- a. Ensure that the requirement for separate 501 (c) (3) and 501 (c) (4) accounts is met;
- b. Be responsible for developing and reviewing fiscal control procedures set forth in RCHR Policies, fundraising plans, and the annual budget in collaboration with officers and other club board members;
- c. Meet monthly to review required financial reports that will be submitted to the board prior to the monthly meetings of the board. Monthly financial reports submitted to the board shall show income, expenditures, and pending income in accordance with RCHR financial policies and control procedures; and
- d. Ensure that the club's financial records are public information and shall be open to all club active members and at a minimum provide club members with an annual financial statement and a mid-year financial report with current and previous year income and expenses presented at the club annual meeting.

Section 2 – The budget shall be the responsibility of the board administration-finance committee composed of finance committee members, service directors, and other active members as required and shall be assisted by the accountant retained by the club. The budget shall be based on input from the officers and service directors, of estimated income and estimated expenditures for the year. Upon approval by the board, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise modified by the board. The administration-finance committee shall coordinate and balance the financial needs of the various activities of the club and exercise control of budget development and implementation throughout the Rotary Year. The committee also shall:

- a. Meet at least six months prior to the coming Rotary year and establish a schedule for completing the next Rotary year's budget that shall include club goals and objectives for that year;
- b. Provide preliminary approval of the club board annual goals and objectives;
- c. Receive and review budget estimates of the directors, committees, and projects;
- d. Submit to each incoming club board for approval the next Rotary year budget that acts as an authority/target for club board action, before the next fiscal year starts;
- e. Meet quarterly to ensure compliance with the approved budget or recommend modifications for club board approval;
- f. Report the status of the budget at the annual meeting with current and previous year income and expenses;
- g. Suggest changes, modifications in accordance with club goals and objectives;
- h. Receive and analyze performance reports on budget implementation; and
- i. Suggest corrective action to improve reaching budgetary and performance goals.

Section 3 – The board review committee shall work under the cognizance of the board administration-finance committee with freedom to report independent findings to the club board. The committee shall be chaired by the president-elect but shall not have members that regularly handle funds or have access to club bank accounts. The committee is responsible for oversight of financial reporting and disclosure and shall be assisted by the accountant retained by the club. The Committee is also responsible for monitoring and reporting on adherence to the club's principles and moral accountability. The committee may retain the expertise and consulting

resources necessary to carry out its functions, with the approval of the club board. The committee shall:

- a. Conduct a thorough annual review of all financial transactions and additional reviews as required;
- b. Present to the board for approval written management report and IRS 990 forms for the club's operations and club foundation financial accounts no later than September 30 following the close of the prior fiscal year;
- c. Monitor the choice of accounting policies and principles and recommend changes, as required;
- d. Supervise regulatory compliance; and
- e. Oversee the ethics and integrity of the club.

Section 4 – The treasurer ensures that club funds are deposited in the designated financial institution designated by the club board and approved by the RCHR foundation board, divided into two accounts: one for club operations (i.e., 501 (c) (4) income and expenditures) and one for the RCHR foundation for service projects (i.e., 501 (c) (3) income and expenses).

Section 5 - All bills shall be paid only by checks or credit card signed by the treasurer, or another member who has been approved by written resolution of the board. A compilation by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 6 - Officers and designated members having charge or control of funds (i.e., cash, checks, or otherwise expend funds) shall be bonded as may be required by the board for the safe custody of the funds of the club, with the cost of bond to be borne by the club.

Section 7 - The fiscal year of the club shall be from July 1<sup>st</sup> to June 30<sup>th</sup>. For the collection of members' dues, the year shall be divided into two semiannual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year based on membership of the club on those dates.

Section 8 - The RCHR Foundation is a 501 (c) (3) corporate public charity established to receive and account for all charitable funds raised and donated to be used for the charitable, educational, and non-profit endeavors of the RCHR. Its governing board of trustees consists of six active members of the RCHR elected by the active Club membership, each serving staggered three-year terms and may be reelected indefinitely. Additionally, the RCHR treasurer, secretary, and immediate past-president are statutory voting members of the board. The board of trustees, which act under a set of bylaws for the corporation, has full control and management of foundation affairs, and will ensure that the RCHR foundation files Internal Revenue Service Form 990 annually and complies with the Code of Virginia Title 64.2. Wills, Trusts, and Fiduciaries » Chapter 11. Uniform Prudent Management of Institutional Funds Act, Section 64.2-1100 et seq.

Section 9 - The RCHR Donor Advised Fund (Club DAF) is the Rotary Foundation's Donor Advised Fund #271, a sub-account of The Rotary Foundation (TRF). It is a group account with assets held by an investment management firm under contract to RI. The club DAF board recommends allocation of donated funds among four portfolios offered by the investment manager to endure a legacy from RCHR members to provide service in the future for difficult times. The club DAF board consists of four advisors, which are active RCHR members and include the club treasurer, who serve three-year staggered terms which may be renewed. New members are nominated and approved by the RCHR DAF board. The board meets at least twice a year to monitor and adjust portfolio allocations and recommend any grant proposals for



RCHR board approval. The duties of Advisors and procedures associated with grants are contained in the club DAF policies and procedures based on TRF DAF guidelines.

Section 10 – The RCHR Foundation and RCHR DAF fiscal year is 1 July to 30 June.

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

Section 1 – The composition of the club’s membership should reflect the community it serves and its diversity. All club members equally share the personal responsibility to promote the benefits of Rotary with community members, including younger persons who are qualified for membership.

Section 2 - The name of a prospective member, proposed by an active member of the club who becomes the new member’s sponsor, shall be submitted to the board in writing, through the co-chairs of the membership committee.

Section 3 - The board shall ensure that the proposal meets the membership requirements of the Club Constitution, Article 8.

Section 4 - The board shall approve or disapprove the proposal ~~at its next regular meeting,~~ and shall notify the proposer, through the club membership chair and co-chair, of its decision.

Section 5 - If the decision of the board is favorable, the prospective member shall be requested to sign the membership proposal form and to permit his or her name and occupation to be published to the club. The newly proposed member’s name will then be published in the weekly email and Club Bulletin for three consecutive issues.

Section 6 - After the publication of the prospective member's information for three consecutive issues, the proposed member’s candidacy shall be reviewed by the board and the candidate shall be referred to the active club members for approval by type of vote determined by the board. The election results shall be final.

Section 7 - Following the election, the membership committee chairs shall arrange for the induction of the new member. The club secretary shall report the new member to RI. The membership committee shall provide appropriate literature for presentation at the induction and assign members, including the new member’s sponsor, to assist the orientation, instruction, and assimilation of the new member. New members shall be:

- a. Assigned to club committees of their preference, where feasible;
- b. Encouraged to attend club and district events and educational, service, and fellowship programs and events; and
- c. Help the club become more identifiable in the community by informing others about Rotary and what it is and does.

Section 8 – The club may elect honorary members proposed by the board, in accordance with the Club Constitution, Article 8, Section 6. Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered friends of Rotary for their support of Rotary causes. The incoming board shall conduct an annual review at its June board meeting to determine which honorary members will continue for the next year or be terminated prior to 30 June. This requirement does not preclude the Board from recommending other new honorary members or reviewing honorary members for continuation or termination at any other time. The board’s recommendations shall be voted upon by the membership at the next regular club meeting.



## **Article XI Amendments**

These Bylaws and the Club Constitution shall be reviewed annually by the planning and procedures committee and may be amended at any regular club meeting having a quorum present by a two-thirds vote of those supporting the change, provided that notice of such proposed amendment shall have been provided to each member at least 21 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Club Constitution and with the RI Constitution and Bylaws, and the Rotary Code of Policies.

These bylaws were adopted on May 11, 2001, and amended on June 21, 2002, May 20, 2005, August 17, 2007, October 30, 2009, April 18, 2014, July 23, 2016, January 23, 2018, October 18, 2019, March 25, 2022, June 3, 2022, and May 19, 2023.