**Williamsburg Rotary Club Bylaws**

**2013**

**Article 1 Definitions**

1. Board: The Board of Directors of the Club including Club Officers.

2. Club: The Rotary Club of Williamsburg.

3. Director: A member of the Club’s Board of Directors.

4. Member: A member of this Club other than an honorary member of this Club.

Refer to Article 13, Section 7 for what will constitute honorary membership.

5. Officer:  The Club president, president-elect, president-nominee, secretary, and treasurer.

6. RI: Rotary International.

7. Year: The twelve-month period which begins on 1 July.

**Article 2 Board**

The governing body of the Club shall consist of 11 members of the Club, namely, the Executive Committee comprising the, Officers, the immediate past-president, and (if deemed appropriate) the Sergeant-at-arms. In addition, members of the Board of Directors, elected in accordance with Article 3, Section 1 of these bylaws, shall also be considered a part of the Club’s governing body. A representative of the Williamsburg Rotary Foundation may serve as an ex-officio member.

**Article 3 Election of Directors and Officers**

**Section 1 -** At a regular meeting one month prior to the meeting for election of Officers, the Club president shall ask for nominations for Club president, president-elect, president-nominee, secretary, treasurer, and (if deemed appropriate) Sergeant-at-arms. In addition, the Club president shall ask for nominations for filling the vacancies of no more than two Board of Director members whose 2-year terms have been completed. Each new Director shall be elected for no more than a 2-year term overlapping the terms of the remaining two Directors and no more than 2 new Directors (two of which are continuing Directors that have been previously elected to serve terms not to exceed 2 years). The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Club may determine. Any nominations shall be placed into nomination in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect, president-nominee, secretary, treasurer and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The 2 candidates for Director receiving a majority of the votes shall be elected as Directors.

**Section 2 -** The officers and Directors, so elected, together with the immediate past president shall constitute the Board.

**Section 3 -** A vacancy in the Board or any office shall be filled by the action of the remaining Directors.

**Section 4 -** A vacancy in the position of any officer-elect or Director-elect shall be filled by the action of the remaining Directors.

**Article 4 Duties of Officers**

**Section 1 - *President.*** It shall be the duty of the president to preside at meetings of the Club and

to perform other duties as ordinarily pertain to the office of president.

**Section 2 - *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 and to perform other duties as ordinarily pertain to the office of president-elect.. The president-elect may serve as an ex-officio member of the Williamsburg Rotary Foundation.

**Section 3 - *President-nominee.*** It shall be the duty of the president-nominee to serve as a Director and to perform such other duties as may be prescribed by the president or the Board.  The president-nominee will be responsible for organizing and conducting the programs for the Club.

**Section 4 - *Secretary.*** It shall be the duty of the secretary to keep membership records; record

attendance at meetings; send out notices of the 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; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit official RI magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 5 - *Treasurer.*** It shall be the duty of the treasurer to have custody of all funds, accounting for such funds 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.  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.

**Section 6 - *Sergeant-at-Arms*.**  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.

**Article 5 Meetings**

**Section 1 - Annual Meeting.** An annual meeting of this Club shall be held for the election of new Officers and Directors that will serve for the coming Rotary Year. The meeting should be held no later than the first club meeting in December of the current year.

**Section 2 -** The regular meetings of this Club shall be held on Thursdays at 6:30 p.m. Notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to the standard Rotary Club constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the members being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club, or any other Rotary Club, or as otherwise provided in the standard RI Club constitution, article 9, sections 1 and 2.

**Section 3 -** One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

**Section 4 -** Regular meetings of the Board shall be held on the first Thursday of each month unless there are no matters for the board to consider. 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.

**Section 5 -** A majority of the Directors shall constitute a quorum of the Board.

**Article 6 Fees and Dues**

**Section 1 -** The admission fee shall be $0 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary Club constitution, article 11.

**Section 2 -** The Club dues shall be set annually, payable quarterly, with the understanding that a portion of each payment shall be applied to each member’s subscription to the RI official magazine.

**Article 7 Method of Voting**

The business of this Club shall be transacted by *viva voce\** vote, including the election of Officers and Directors. The Board may determine that a specific resolution, including an election, be considered by ballot rather than by *viva voce* vote.

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*(Note:* Viva voce *vote is defined as when Club voting is conducted by vocal assent)*

**Article 8 Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, and International Service. This Club will be active in each of the four Avenues of Service.

**Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that a committee chair have previous experience as a member of the committee. Standard committees should be appointed as follows:

* Membership

This committee should 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.

* 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 RI Foundation

This committee should develop and implement plans to support the RI Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

1. The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
2. 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.
3. 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.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the* Club Committee Manual*. A Club may develop a different committee structure as needed)*

**Article 10 Duties and 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. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 president-elect’s Year as president.

**Article 11 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 not to exceed one year.

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*(Note:  Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member’s attendance. Unless the member attends a regular meeting of some other Club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)*

**Article 12 Finances**

**Section 1 -** Prior to the beginning of each Year, the Board 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 operations.

**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 service projects.

**Section 3 -** The treasurer or other authorized officer shall pay Club expenses only when approved by two other Officers or Directors, one of whom should be the president. Recurring expenses may be authorized once each Club Year.

**Section 4 -** A thorough review of all financial transactions by a qualified person independent of the Club Treasurer shall be made once a year.

**Section 5 -** The Board of Directors may require Officers or other agents having charge or control of Club funds to give bond for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**Article 13 Method of Electing Members**

**Section 1 -** The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board through the Club membership chair. A transferring or former member of another Club may be proposed to active membership by the former Club.

**Section 2 -** The Board shall ensure that the prospective member meets all the classification and membership requirements of the standard RI Club constitution.

**Section 3 -** The Board shall approve or disapprove of the proposed member as soon as possible.

**Section 4 -** 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.

**Section 5 -** The membership chair shall poll and take into account the wishes of the Clubmembers.If no written objection to the proposed member, stating reasons, is received by the Board for any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of any admission fee (if not honorary membership) as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6 -** Following the election, the president shall arrange for the new member’s induction, membership card, and new member receipt of any Rotary literature. In addition, the secretary will report the new member information to RI and the membership chair 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 RI Club constitution, honorary members proposed by the Board. A person, member or non-member, who is recognized by this club’s Board and its membership for their meritorious service in the furtherance of Rotary ideals, and who is considered a friend of Rotary for their permanent support of Rotary’s cause, may be elected to **honorary membership** in this club.  A person may be recognized as an honorary member by more than one club.  Honorary members shall be exempt from the payment of admission fees (but not dues for meal expenses), shall have no vote, and shall not be eligible to hold any office in this club. Such members shall be entitled to attend all meetings and enjoy all the other privileges of this club. Honorary members of this club are entitled to visit other clubs without being the guest of a Rotarian.

Honorary membership is an honor that is bestowed by the Board and may not be requested by a member. The term for this type of membership will last for approximately two years and will end on the July 1st date (new fiscal year) closest to that two year period.  The Club may have no more than two honorary members at one time. Club members who have received honorary membership prior to this revision of our by-laws will be grandfathered, and their honorary membership will be considered to be indefinite.

 **Section 8 -** Membership in the Club is set not to exceed ninety (90) members, excluding honorary members.

**Article 14 Resolutions**

The Club should not consider any resolution or motion to commit the Club on any matter until the Board has considered it or had up to a month to consider it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion and then brought back to the Club for a vote at a subsequent meeting following Board consideration.

**Article 15 Order of Business**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Address or Program features.

Queen of Hearts.

Happy Bucks.

Recitation of four-way test.

Adjournment.

**Article 16 Amendments**

These bylaws may be adopted or otherwise amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been transmitted 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 RI Club constitution and with the constitution and bylaws of RI.

***NOTE: These bylaws may be changed by the members of the Williamsburg Rotary Club to meet its own conditions, provided such changes are not out of harmony with the Standard Rotary Club Constitution and with the RI Constitution, RI bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI.***