**BYLAWS OF THE ROTARY CLUB OF BAILEY’S CROSSROADS, VIRGINIA**

**ROTARY INTERNATIONAL DISTRICT 7610**

**(Adopted on 2/19/2021)**

**Background and Purpose**

These bylaws establish the rules of governance for the Rotary Club of Bailey’s Crossroads, Virginia, Rotary International District 7610 (The Club). Unless otherwise indicated in these bylaws, the power to establish policies and procedures for The Club are vested in the duly constituted Board of Directors of The Club as long as they are consistent with the Articles of Incorporation of The Club, the Bylaws of Rotary International (RI), the Bylaws of Rotary International District 7610, and all federal, state, and local laws. The Board of Directors may establish additional policies consistent with these bylaws.

**Article 1. Definitions**

1. *Annual Club Membership Meeting*: The Club meeting at which the Officers are elected, held in December of each year, preferably the first membership meeting in December.
2. *Board*: The Club’s Board of Directors.
3. *Director*: A member of The Club’s Board of Directors.
4. *Ex-Officio*: A member of the Board or Committee by virtue of some other office or position that they hold. Under Virginia Law that person is a voting member unless otherwise stated.
5. *Member*: A member of The Club, other than an honorary member.
6. *Officer*: The Club’s Officers include the President, Vice President, Secretary, Treasurer and President-Elect.
7. *Quorum*: The minimum number of participants who must be present when a vote is taken:
   1. one-third of The Club’s members for club decisions,
   2. a majority of the Directors for Board decisions, and
   3. a higher proportion of the members if a higher quorum is provided in the governing instrument.
8. *RI*: Rotary International.
9. *The Club*: The Rotary Club of Bailey’s Crossroads, Virginia, Rotary International District 7610.
10. *Year*: The 12-month period that begins on July 1st of each year.

**Article 2. Board of Directors**

**Section 1.** The governing body of The Club is its board of directors, consisting of at least 3 but no more than 15 voting Directors including the President, President-Elect, Vice President, Secretary, Treasurer, Director of Membership, Director of Public Image and Communications, Director of Fund Raising, and the Chairs of the five committees (Club Service, Vocational Service, Community Service, International Service, and Youth Services and Rotary Youth Exchange).

**Section 2**. No person may have more than one vote on the Board of Directors at any time.

**Section 3.** The Club may add additional members to the Board of Directors (up to 15) by majority vote of the membership present at a properly called and constituted meeting.

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

**Section 1.** The Officers and Directors of The Club shall be elected at an Annual Club Membership Meeting to be held in December of each year.

**Section 2.** Before the month of November, the President shall appoint a Nominating Committee consisting of the Immediate Past President, two of the most recent Presidents of The Club who are not currently holding office, and the President-Elect.

1. At a regular meeting of the Board of Directors, the Nominating Committee shall propose a slate of Officers for the next year, which shall be voted on or amended by the Board of Directors.
2. At a regular general membership meeting of The Club, at least two weeks prior to the annual meeting, the Nominating Committee shall announce a proposed slate of Officers as approved by the Board of Directors.

**Section 3.** At the Annual Club Membership Meeting, in addition to the proposed slate of Officers and Directors, nominations may be made from the floor.

1. The candidate who received a majority of the votes for each office is declared elected to that office.
2. If there are more than 2 candidates, and no candidate receives a majority of the votes on the first ballot, then there shall be a run off between the two candidates having received the highest number of votes on the first ballot.
3. All Officers and Directors shall serve during the Year starting July 1 and ending June 30.
4. If any Officer or Director vacates the position during the Year, the remaining members of the Board shall appoint a replacement. If any officer-elect or director-elect vacates the position before the beginning of the Rotary year, a replacement shall be elected by the in-coming officers and directors.
5. At the end of The Club Year, the President-Elect shall automatically become the new President, and the outgoing President shall automatically become the Immediate Past President
6. With the exception of the offices of President and President-Elect, an Officer or Director may be reelected subject to the regular nomination and general membership election process.

**Section 4.** For good cause, the Board may adopt a resolution proposing the removal of an individual from office. Such officer or director may provide a rebuttal of the Board’s allegations in a hearing conducted by the membership. Notice of the meeting must be made to the membership for two weeks prior to the meeting. The accused Officer or Director may be removed from office upon a two-thirds vote of the membership present in a subsequent membership meeting at which at least 51% of the membership a quorum is present.

**Article 4. Duties of the Officers**

**Section 1.** *President.* The President is the chief executive officer of The Club and Chair of the Board. The President presides at Club and Board meetings and is responsible for the management and orderly functioning of The Club in accordance with the principles of Rotary.

1. No later than June, The President shall prepare a proposed budget for the Year in which the President presides.
2. In addition to the *Five Avenues of Rotary Service* committees, the President may appoint ad-hoc committees at any time during the President’s term of office.
3. The President shall be an Ex-Officio, non-voting member of all committees.
4. The President is the official spokesperson for The Club, but may designate another Officer or Director to represent The Club at certain functions.

**Section 2.** *Vice President.* The Vice President presides at Club and Board meetings when the President is absent.

1. The Vice President shall also serve as the Club Program Chair as part of the Club Service Committee.

**Section 3.** *Secretary.* The Secretary keeps membership and attendance records and corporate records.

**Section 4.** *Treasurer.* The Treasurer oversees all funds and provides an accounting of them for both The Club account and the Mustang Raffle account, as long as such accounts exist.

1. The Treasurer shall assist in the preparation of the annual Club budget.
2. *Assistant Treasurer*. The Treasurer may recruit an assistant from the general membership to assist in reporting for tax and Mustang Raffle purposes. Such an assistant treasurer shall have no signature authority unless specifically provided by the Board.
3. The Treasurer shall prepare and submit an annual budget, provide monthly financial reports, and submit to an annual review of the records as required by the Board of Director or the Membership.

**Section 5.** *President-Elect.* The President-Elect serves as an Officer and prepares to serve as President in the succeeding Year.

**Article 5. Directors and Committees.**

**Section 1**. In addition to the Officers mentioned in Article 4, the Board of Directors shall include the Director of Membership, Director of Public Image and Communications, Director of Fund Raising, and the Chairs of the five committees (Club Service, Vocational Service, Community Service, International Service, and Youth Services and Rotary Youth Exchange).

**Section 2.** *Director of* *Membership*. The Director of Membership is responsible for bringing in new members, and for ensuring that new members are prepared to become fully engaged in the Club.

**Section 3.** *Director of Public Image and Communications.* The Director of Public Image and Communications is responsible for all written and electronic external communications of the Club, the Club’s web page, and the publication of the Club’s weekly bulletin.

**Section 4.** *Director of Fund Raising*. The Director of Fund Raising is responsible for establishing the fundraising activities of the Club including, but not limited to, the Mustang Raffle so long as the Mustang Raffle exists.

**Section 5.** *Standing Committees.* The Club shall have five standing committees consistent with the Five Avenues of Rotary Service as established by RI. The Chair of each of these committees shall be nominated by the Nominating Committee and voted upon by the Club membership.

1. **Club Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of The Club in discharging their responsibilities in matters relating to club service.
2. **Vocational Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of The Club in discharging their responsibilities in matters relating to their respective vocations.
3. **Community Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of The Club in discharging their responsibilities in matters relating to their community relationships.
4. **International Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of The Club in discharging their responsibilities in matters relating to international service.
5. **Youth Services and Rotary Youth Exchange Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of The Club in discharging their responsibilities in matters relating to youth services, RI youth exchange, Rotoract and Interact clubs.
6. *Youth Protection Officer*. The Chair of this Committee shall either serve as the Youth Protection Officer or shall appoint a member of The Club to serve as Youth Protection Officer as required by RI and RI District 7610.

**Section 6.** *Planning.* The officers-elect and directors-elect shall begin to plan their activities immediately, in order that they will be ready to start to carry out the planned program on the first day of the Rotary year.

**Section 7.**  *Immediate Past President.* The Immediate Past President serves as a non-voting ex-officio member of the Club Board and may be called upon by the President for advice as needed. In addition, the Immediate Past President shall serve as Chair on the Nominating Committee pursuant to Article 3, Section 2, herein.

**Section 8.** *Sergeant-at-Arms.* The Sergeant-at-Arms maintains order in the meetings of The Club and the Board. The Sergeant-at-Arms is a non-voting ex-officio member of the Board appointed by the President.

**Section 9.** *Ad Hoc Committees.* The President may appoint ad-hoc committees at any time, and such committees shall automatically terminate at the end of the Rotary year. The Chairs of these committees will not serve as a Director unless the membership votes to approve that additional authority.

**Article 6. Dues, Fees and Memberships.**

**Section 1.** *Admission Fee.* The Board shall annually establish an admission fee to be paid before the applicant can qualify as a member. This fee shall not exceed $100.00.

**Section 2.** *Membership Dues.* No later than June 1 of each year, the Board shall propose to the membership for approval, at a properly called general Club meeting, a membership and dues structure for the following Year of The Club

1. *Annual Dues.* Annual dues shall include as a minimum, all fees and dues owed to both RI and Rotary District 7610, including subscriptions to RI or a Rotary regional publication, as well as dues to cover local programming, activities and initiatives.
2. *Membership Types and Levels*. The Board may propose different types and levels of membership as it deems appropriate, but all such proposals must be approved by the membership at a properly called general Club meeting.

**Section 3.** *Honorary Memberships.* The Club may establish honorary memberships on an annual basis, as allowed by RI and Rotary District 7610, and shall pay all costs associated with that membership.

1. *Nomination and Approval.* Any Member may nominate to the Board a person for honorary membership, and the Board must vote to either approve or disapprove that nomination.
2. *Term of Honorary Membership.* The honorary membership shall terminate at the end of the Rotary Year in which conferred. However, a person may be renominated in subsequent years.

**Article 7. Meetings.**

**Section 1.** *Annual Club Membership Meeting.* In December of each Year, The Club shall hold an annual club membership meeting at which the Officers and Directors who will take office in the following July are elected. This meeting is preferably the first membership meeting in December.

* 1. *Meeting Notices.* The President or the Secretary shall provide notice about the Annual Club Membership Meeting to the club members at least ten (10) business days in advance.

**Section 2.** *Budget Meeting.* No later than May 1, The President-Elect shall propose an operating budget and dues structure, including admission fee, to the current Board to consider when proposing the dues structure to the general membership.

**Section 3.** *Membership Dues Meeting.* See Article 6, Section 2, herein.

**Section 4.** *Regular General Membership Meetings*. The regular weekly membership meetings of The Club shall be held on each Friday starting at 7:30 am and ending at 8:30 am, except that the President may cancel certain meetings that conflict with holidays or in exceptional circumstance.

**Section 5.** *Regular Board Meetings.* The regular monthly Board meetings shall be held not later than the tenth day of the month on a day of the week selected by the Board at the beginning of the Year.

* 1. *Open Meetings*. Meetings of the Board are open to all members of The Club who wish to attend.
  2. *Closed Meetings.* The President may temporarily close a meeting when sensitive personal matters or litigation are to be discussed.

**Section 6.** *Club Forums.* While Club Forums may be held at the discretion of the President, at a minimum an annual Club Forum should be held no later than the end of January each Year.

**Section 7.** *Special* *Meeting Notices.* The President or the Secretary may call Special Meetings, whether for the Board or the general membership, as long as notice is provided at least ten (10) business days in advance.

**Section 8**. *Format of Meetings.* All Club and Board meetings and votes may be held in person, telephonically, by email, or electronically, or any combination thereof.

1. *No Proxies*. Proxies are not allowed at any meeting to vote or count towards a quorum.

**Article 8. Method of Electing Members**

Membership in The Club is by invitation only, as in all Rotary Clubs. The Club may establish categories and levels of membership.

**Section 1.** *Nomination.*A member may nominate, to the Board, a candidate for membership, or another club may propose one of its transferring or former members for membership.

**Section 2.** *Board Consideration.* The Board shall review the candidates for membership, determine that the candidates meet the requirements for membership in The Club, and shall approve or disapprove the nomination within 30 calendars days of the submission, and shall notify the nominator of its decision.

**Section 3.** *Notification to Prospective Member*. 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 (including the kind of membership proposed), 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 4.** *Publication for Two Meetings.* The prospective member’s name and proposed classification will be published to The Club membership for two successive Club meetings.

**Section 5.** *Objections.* 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 of information about the prospective member, that person, upon payment of the 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. Before voting, the Board may have a hearing in which the applicant or Club members rebut allegations leveled again the applicant. 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.** *Induction.*Following the election, the President shall arrange for the induction of the new member; the Club secretary shall issue a membership card and shall report the new member to RI; and the Club Service Committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

**Article 9. Method of Voting.**

**Section 1**. *Voice Vote*. The business of The Club and Board shall be transacted by voice vote except where the chair cannot discern the outcome.

**Section 2.** *Show of Hands*. When the chair cannot discern the outcome by voice vote, the chair may request a show of hands to vote.

**Section 3.** *Written or Electronic Ballot.* When the chair deems it appropriate, the chair may call for vote to be by written or electronic ballot.

**Section 4.** *Anonymous Ballot.* The President shall take care to ensure where possible all recorded votes are anonymous.

**Article 10. Resolutions.**

No resolution or motion to commit The 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.

**Article 11. Insurance and Expense Reimbursements for Club Officers and Directors.**

**Section 1.** *Expense Reimbursement.* The Club or the Board may authorize reimbursement of Club Officers and Directors for expenses consistent with the budget adopted by the membership.

**Section 2.** *Insurance.* The Club or the Board may authorize the purchase of liability insurance, errors and omission insurance, other management liability insurance, or property insurance for the Officers and Directors of the Club, the Club itself, and to cover the cost of property owned by The Club.

**Article 12. The Bailey’s Crossroads Rotary Club Foundation.**

The Bailey’s Crossroads Rotary Club Foundation is a not-for-profit affiliated foundation operating under Section 501(c)(3) of the federal Internal Revenue Code. The Club President serves as an ex-officio member of the Foundation Board, and the Chair of the Foundation Board has a non-voting ex-officio position on the Board of The Club.

**Section 1.** *Election of Foundation Directors.* An election of directors to the Foundation shall be made by individual members of The Club. Club members may petition the President of The Club with five members’ signatures of support for consideration of board positions with the Foundation.

**Article 13. Amendments.**

These bylaws may be amended at any regular meeting of The Club. Changing the Club bylaws requires sending written or electronic notice to each member at least 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Articles of Incorporation of The Club, the Bylaws of Rotary International (RI), the Bylaws of Rotary International District 7610, and all federal, state, and local laws.