

Adopted May 12, 2020  
**BY-LAWS OF THE ROTARY CLUB OF  
MCLEAN, VIRGINIA, a Virginia Non-Stock Corporation  
(referred to herein as the “Club” or “Corporation”)**

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**Article I – Board of Directors**

The governing body of this Club shall be the Board of Directors (“Board” or “Board of Directors”), elected in accordance with Article II of these By-Laws.

**Article II – Election of Directors and Officers**

Section 1 - Nominating Committee

Two months prior to the Annual Meeting for the election of officers, the most recent Immediate Past President will convene a nominating committee consisting of at least three past Club presidents, who continue to be Club Members in good standing, for the purpose of preparing and submitting a slate of four nominees as candidates for Club officers. The Nominating Committee members will pick a Committee Chair from among themselves and will actively solicit input and recommendations from the existing Club President and President - elect. The nominees will be for the positions of president, president-elect, secretary and treasurer. To be considered for nomination, the nominees will have consented to serve in the capacity for which they will be nominated.

Section 2 - Nominee Publication

The names of the four nominees will be announced at a Club meeting at least four consecutive times and/or sent to Club members by electronic communications at their email address on record prior to the Annual Meeting. Announcements will start no later than November 15<sup>th</sup>.

Section 3 - Member Nominations

Additional nominations may be made by Members from the floor at any Regular Meeting, beginning with the meeting in which the slate of nominees is first announced and prior to the Annual Meeting, providing that such nominees have consented to serve in the capacity for which they are nominated.

Section 4 – Vote

The positions of president, president-elect, secretary and treasurer will be elected by voice vote of Active Members at the Annual Meeting.

### Section 5 -Board Composition

The Board of Directors shall consist of the following members: president, vice president, president-elect, secretary, treasurer, immediate past president and up to eight additional directors, as selected by the Board members elected pursuant to Section 4. The number of directors may be fixed or changed, from time to time, within the minimum (6) and maximum (14), by the members of the Board.

### Section 6 - Vice President and Sergeant-at-arms

The vice president and sergeant-at-arms will be chosen by the most recently elected incoming President in consultation with other new officers. It is recommended that the person chosen to serve as the vice president be a past Club president.

### Section 7 - President Elect Training

Consonant with and to the extent required by the provisions of Article 10, Section 5 (c) of the Club Constitution, prior to assuming the office of president, the president-elect shall complete the president elect training seminar organized by the District, unless granted an exemption by the District Governor.

### Section 8 - Terms of Office

All Club officers and Board directors will serve a one-year term from the period July 1 to June 30 of the following year. Club officers and Board directors may be elected/selected to serve additional terms. Club officers and Board directors may not serve more than four consecutive terms in the same position or role, but may serve again after a 1 year interval.

A vacancy in the Board of Directors or in any officer or director position will be filled by action of the remaining members of the Board.

A vacancy in the position of a director-elect will be filled by action of the remaining members of the board of directors-elect. A vacancy occurring of any of the four incoming elected officers will be filled by the same process as described in Article II, with the exceptions that the announcement will start concurrent with identification of the replacement nominee and the number of required announcements/notices will be two. Interim or temporary officers may be appointed by the Board of Directors until the vacancy is permanently filled.

If the president is unable to complete his or her term of office, the immediate past president will serve as the president until a qualified replacement can be identified and elected by the Board.

### Section 9 – Club Foundation Board Selection

Subject to limitations of State law and the provisions of the governing documents of the Rotary Club of McLean Foundation, a Virginia non-stock corporation, between January 1 and March 31<sup>st</sup> of each Rotary year, the Club Board of Directors will select two (2) members, each to serve a three (3) year term, as replacements of the two departing Club Foundation directors. The Board will also select replacement directors should a position fall vacant.

### Section 10 – Removal of Directors

In accordance with Section 13.1-860 of the Code of Virginia, Directors may be removed with or without cause at a special meeting called for the purpose of considering the removal. The meeting shall consist of the voting group that selected the Director and only those members of the voting group will participate in the vote. All vacancies among the Directors, however occurring, shall be filled by a majority vote of the remaining Directors, although the remaining Directors may be less than a quorum.

### Section 11 – Removal of Officers

Officers may be removed with or without cause at any time whenever the Board of Directors, in its absolute discretion, shall consider the best interest of the Club would be served thereby. A vote to remove an officer must be a 2/3 majority vote of the Board of Directors.

## **Article III – Duties of Officers**

### Section 1 – President

It will be the duty of the president to preside at meetings of the Club and Board of Directors, to serve as an ex-officio member of all Club committees and to perform such other duties as ordinarily pertain to the office of president.

### Section 2 – President –Elect

It will be the duty of the president elect to serve as the Club liaison with the Club Foundation, to prepare for the following year and to perform such other duties as ordinarily pertain to the office of president elect.

### Section 3 - Vice President

It will be the duty of the vice-president to preside at meetings of the Club and Board of Directors in the absence of the president and perform such other duties as may be prescribed from time to time by the president.

#### Section 4 – Immediate Past President

It will be the duty of the immediate past president to convene the nominating committee, to preside at meetings of the Club and the Board in the absence of the president and vice president, to prepare and deliver to the Club secretary a history of the Club for the immediate past president's term of office and to perform such other duties as may be prescribed from time to time by the president.

#### Section 5 – Secretary

It will be the duty of the secretary to establish, maintain and report the records of the Club to the Club membership, the District and Rotary International. Records will include general membership, meeting attendance and minutes of the Board and Annual Meetings. The Secretary will also send out notices of meetings of the Club, Board and committees, as required, send out information about proposed new members, preserve historical documents of the Club, and perform such other duties as usually pertain to the office of secretary.

#### Section 6 – Treasurer

It will be the duty of the treasurer to have custody of all funds, to oversee the accounting functions of the Club, to invoice members for all accrued fees, charges and dues on at least a quarterly basis, to provide reports of the Club's funds and financial standing to the Board no less often than quarterly and accounting for same to the Club members annually, including the annual budget, and at any other time upon demand by the Board, to provide reports of any Member accounts past due 30 or more days beyond the due date and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer will turn over all Club property including all funds, records and books of accounts in his / her possession and / or control to the successor treasurer or president.

#### Section 7 – Sergeant-at-Arms

The duties of the sergeant-at-arms will be to prepare the room for each Regular Meeting and all special meetings of the Club, to check in all members, visitors and guests and to perform such other duties as are usually prescribed for the office of sergeant-at-arms or as may be prescribed by the president.

### **Article IV – Meetings and Votes**

#### Section 1 – Annual Meetings

An annual meeting of this Club will be held no later than the last Regular Meeting in December in each year, at which time the election of the officers, by voice vote, to serve for the ensuing Rotary year will take place.

### Section 2 - Regular Meeting

The regular weekly meetings of this Club will be held on Tuesdays at 12:00 p.m. Upon recommendation of the Board of Directors, members can decide to change this time.

Notice of any changes in or cancelation of the Regular Meeting will be given to all Members of the Club.

### Section 3 - Quorum

One-third of the active membership will constitute a quorum at the Annual and Regular Meetings of this Club.

### Section 4 - Board Meetings

Meetings of the Board will be held at least once a month on a regular, specific day selected by a majority of the Board. Notice of the day selected will be given to the Club membership. Special meetings of the Board will be held, notice having been given, whenever deemed necessary by the President, or upon the request of two members of the Board, notice having been given. The Board may take votes electronically. All voting members of the Board must be contacted at their email address on record with the Club. Any one voting member of the Board may request that the subject of the vote be deferred to a meeting of the Board.

### Section 5 - Board Quorum

A majority of the Board members present in person or via teleconference will constitute a quorum of the Board of Directors.

### Section 6 – Board Actions

A majority of the quorum present at a Board meeting must vote for an action to be approved. No member may vote in absentia by proxy to another member of the Board. The president will preside over the meetings of the Board and will not have a vote in any matter before the Board, unless to establish or break a tie vote.

### Section 7 – Resolutions

No resolution or motion to commit this Club on any matter will be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Regular Meeting, will be referred to the Board without discussion.

### Section 8 – Method of Voting

The business of this Club will be transacted by voice vote. At the request of any six Club Members, the vote will be taken by written ballot.

## **Article V – Fees and Dues**

### **Section 1 - Admission Fee**

The admission fee shall be determined by the Board and must be paid by the new member. The admission fee shall not apply to a transferring or former member of another Rotary Club or a Rotaractor within two years of membership cessation.

### **Section 2 - Membership Dues**

Annual Club membership dues will be established by the Board of Directors, payable in equal quarterly installments.

### **Section 3 - Other Fees, Charges and Dues**

Active Members shall be responsible for paying their portion of all fees, dues and /or charges, including lunch and special event charges, assessed by Rotary International, District 7610 or the Club.

### **Section 4 – Duty to Pay**

Member's fees, charges and / or dues will be invoiced and paid in four calendar quarterly periods extending from July 1<sup>st</sup> to June 30<sup>th</sup> of the following calendar year. Members will pay all invoices within 30 days of receipt of invoice. Payments not received by the Club treasurer within 60 days of the invoice date will result in the termination of membership, unless the Board of Directors approves an appropriate alternative.

## **Article VI – Committees**

### **Section 1 - Chair Term and Vacancy**

The president-elect, with input from the officers and board – elect, will establish the committees necessary to fulfill the tasks and goals of the Club and appoint the chair of each committee established. The appointment will be for a term that runs concurrently with the president-elect's term of office as president. A vacancy in a committee chair position will be filled by the president.

### **Section 2 - Duties**

Each committee will transact such business as is delegated to it or as directed by the president or the Board.

## **Article VII – Leave of Absence**

Upon request made by the Member to the Board, setting forth good and sufficient cause, or at the Board's discretion, a leave of absence may be granted excusing a Member from attending the Regular Meetings of the Club for a specified length of time, not to exceed 12 months. Members on a leave of absence from the Club will continue to be responsible for all fees, charges and dues assessed under Article V of these By-Laws. At the discretion of the Board, charges for meals and special events may be waived during the Member's approved leave of absence.

## **Article VIII – Finances**

### **Section 1 - Bank Accounts**

The treasurer will deposit all funds of the Club into a bank or banks to be approved by the Board. All funds will be deposited into FDIC insured deposit accounts, which will be reconciled on a monthly basis. A minimum of two officers and / or directors, one of whom will be the Treasurer, will have signing authority on each deposit account.

### **Section 2 - Payments and Financial Reviews**

All bills will be paid by checks signed by the treasurer or other authorized signer upon receipt of valid vouchers/invoices or requests, or by any other traceable payment methods approved by the Board. Any unbudgeted/voucher/invoice in excess of \$1000 must be approved by one Club officer or director, excluding the treasurer and/or the payee. The Board will establish procedures for two or more Club Members other than the treasurer to perform monthly financial oversight of Club expenditures and accounts. In addition, the Board will appoint two or more Club members to review the deposit account and financial statements and financial operations of the Club at least once each year, reporting the findings in writing to the Club Board. Individuals appointed to conduct reviews will have relevant experience in accounting or financial matters.

### **Section 3 - Bonding**

Officers having charge or control of funds may be required by the Board to give bond for the safe custody of the funds of the Club, the cost of bond to be borne by the Club.

### **Section 4 - Fiscal Year**

The fiscal year of this Club will extend from July 1<sup>st</sup> to June 30<sup>th</sup>.

### Section 5 - Budget

At the beginning of each fiscal year the Board will prepare or cause to be prepared a balanced budget of estimated income and estimated expenditures for the year. After the budget has been approved by the Board, it will stand as the limit of expenditures for the respective purposes unless subsequently modified and approved by the Board. Any such modifications will remain within the parameters of a balanced budget.

The approved annual budget will be distributed to the Members pursuant to the notice provisions of Article XI of these By-Laws within 15 days of the Board's approval.

### Section 6 – Fiscal Management

The Board will ensure that the Club maintains sufficient funds to pay all of the Club's bills and obligations as they become due.

## **Article IX – Method of Approving Members**

### Section 1 – Active Members

Membership in the Club is a privilege that comes with responsibilities. In order to be accepted for membership in the Club, new prospects, transferees from other Rotary Clubs and former Rotarians will become familiar with the Club and the current membership and be selected based on their commitment to service.

- (a) An Active Member may propose the membership of a prospective member, and will arrange for the prospective member to attend at least two Regular Meetings of the Club and be introduced to the general membership. No public mention of "prospective membership" will be announced.
- (b) The name of a prospective member will be submitted to the membership committee. After meeting with the proposed member to assess commitment to service and to explain the purposes of Rotary and the duties and responsibilities of membership, the membership committee will determine whether to recommend membership and the proper classification and make its recommendation to the Board in writing, through the Club secretary. The proposal for the time being will be kept confidential except as otherwise provided in this procedure.
- (c) The Board will consider and approve or disapprove the recommendations of the membership committee and will notify the proposer, through the Club secretary, of its decision.



- (d) If the decision of the Board is favorable, the proposer, together with one or more members of the membership committee will inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club, the prospective member will then be requested to complete and submit an application for membership and to give the prospect's permission for their name and proposed classification to be published to the Club.
- (e) Membership in the Club is contingent upon a Member's agreeing to the established policies and requirements of the Club and of Rotary International, provisions of these by-laws and the provisions of the Club Constitution.
- (f) The Club Secretary will circulate to all members of the Club the name and a brief bio of the prospective member. If no written objection to the proposal, stating reasons, is received by the Board from any Active Member of the Club within seven (7) days following publication of the name of the prospective member, the prospective member, will be considered to be elected to membership.
- (g) If any objection has been filed with the Board, the Board will consider the objection at any regular or special meeting of the Board. By a two-thirds affirmative vote of a quorum of the Board at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, will be considered to be elected to membership.
- (h) If the Board does not obtain a two-thirds affirmative vote of the quorum of the Board, the membership of the prospective member is denied. The decision of the Board is final.
- (i) Following a person's election to membership as herein provided, the Club secretary will order a membership card, pin and badge for the member and will report his name to Rotary International immediately following the member's induction.
- (j) The member will be formally inducted and introduced as a new Member at a Regular Meeting of the Club.

### Section 2 – Honorary Members

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be considered for honorary membership in the Club.

The name of the proposed candidate for honorary membership will be submitted to the Board of Directors in writing and the election will be in the same form and manner as prescribed for the election of an active member, provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may

at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to election pursuant to the provisions of Section 1 (e) of this Article.

### Section 3 – Corporate and other Memberships

To the extent allowed by Rotary International, the Board shall have the discretion to offer Corporate or other types of Membership consistent with Rotary International guidelines and on such other terms and conditions as adopted by the Board.

## **Article X – Advisory Council**

### Section 1

Current Club members who have served as president of this Club will constitute the Advisory Council. This Council will meet when called by any two of its members, or upon call of the Club president or the Board of Directors. At each meeting, the Council will first elect a chair by majority vote of those members present who will preside at the current meeting only. The chair will appoint another member to act as secretary for this meeting only.

### Section 2

The function of the Advisory Council will be to advise the Board of Directors and/or the Club president, either voluntarily or upon request, on any matter of interest to the Club. Council opinions or recommendations will not be binding on Board decisions.

## **Article XI - Notices**

Notices provided for in these By-Laws will be by first class mail, electronic mail, facsimile and/or hand delivery. Alternative delivery methods will be identified and utilized if electronic mail is not available to any Member.

## **Article XII – Amendments**

These By-Laws may be 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 will have been delivered in accordance with the provisions of Article XI, at least ten days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-laws of Rotary International.

Amendments will become effective as of the first of the next calendar month following approval.

## **Article XIII – Indemnification**

### Section 1

In this article: “liability” means the obligation to pay a judgment, settlement, penalty or fine, or reasonable expenses incurred with respect to a proceeding. “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

### Section 2.

In accordance with Section 13.1-875 et.seq. of the Code of Virginia, as amended, the Corporation shall indemnify and reimburse any person who was or is a party to any proceeding, including a proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection with such proceeding if (a) he conducted himself in good faith, and (b) he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests, and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful, and (c) he was not guilty of gross negligence or willful misconduct.

### Section 3

The Corporation may pay for or reimburse the reasonable expenses including counsel fees, incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding (1) if the person furnishes the corporation (a) a written statement of his good faith belief that he has met the standards of conduct set forth in Section 2 of the Article and (b) a written unlimited general obligation, secured or unsecured, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct and (2) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. Determinations and authorizations of payments under this section shall be made in the manner specified in Section 2.

### Section 4

The Board of Directors is hereby empowered, by majority vote of a quorum, to cause the Corporation to indemnify or advance expenses to any person who was or is a party to a proceeding by reason of the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the Corporation as an employee or

agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent and in the same manner as provided above as if such person were an officer or director.

**Article XIV – Rotary International Governing Documents**

Unless otherwise specified by these By-Laws, the Club's Articles of Incorporation, or applicable law, including the Virginia non-stock corporation Act, Va Code 13.1-800, et.seq., the operation of this Club will be governed by the provisions of Rotary International's officially promulgated STANDARD ROTARY CLUB CONSTITUTION as published from time to time in Rotary International's Manual of Procedure, Rotary International Bylaw 2.030.