

Bylaws of the Rotary Club of Springfield, Virginia

Effective October 8, 2020

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body shall be a board of club members composed of the president, the immediate past president, the president-elect (or president-nominee, if no successor has been elected), the secretary, the treasurer, the sergeant-at-arms, and four or five (4-5) directors, elected as prescribed in these bylaws.

Article 3 Elections of Directors and Officers

Section 1 – The presiding officer shall ask members for nominations for president, secretary, treasurer, and 4-5 directors at a regular meeting, one month prior to the meeting for election of officers. Nominations may be presented by a nominating committee or by members from the floor. If a nominating committee is used, the committee shall be appointed as determined by the board. Nominations shall be placed on a ballot in alphabetical order under each office and shall be voted on at the annual meeting.

Section 2 - The candidate for president, secretary, and treasurer who receives a majority of votes shall be declared elected to that office. The 4-5 candidates for director who receive a majority of votes shall be declared elected as directors. The candidate elected president shall be the president-nominee and serve as a board member for the year commencing on the first day of July following election, and shall assume office as president on 1 July following that year. The president-nominee shall have the title president-elect on 1 July the year prior to becoming president.

Section 3 – The elected officers and directors, together with the immediate past president and a to-be-named sergeant-at-arms, shall constitute the board-elect. Within one week after their election, the board-elect shall meet and elect a club member to be the sergeant-at-arms.

Section 4 – A board vacancy shall be filled by action of the remaining board members.

Section 5 – A board-elect vacancy shall be filled by action of the remaining board-elect members.

Article 4 Duties of Officers

Section 1 – *President*. The president shall preside at club meetings and board meetings, and perform other duties that ordinarily pertain to the office.

Section 2 – *President-elect*. The president-elect shall serve as a board member, preside at club and board meetings in the absence of the president, and perform other duties prescribed by the president or the board.

Section 3 – *Secretary*. The secretary shall keep membership records; record attendance at meetings; send out notices of 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; and perform other duties that pertain to the office of the secretary.

Section 4 – *Treasurer*. The treasurer is the custodian for the club operating funds. The treasurer shall account to the club annually or at any time demanded by the board, and perform other duties that pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over all funds, account books, or other club property to the incoming treasurer or to the president.

Section 5 – *Sergeant-at-Arms*. The sergeant-at-arms shall maintain club property, set up for meetings, collect donations and other items from members for the treasurer or other appropriate board member, and perform other duties usually prescribed for the office.

Article 5 Meetings

Section 1 – *Annual Meeting*. The club shall hold an annual meeting at mid-year or when otherwise scheduled, at which time the election of officers and directors for the ensuing year shall take place.

Section 2 – *Regular Meetings*. The club shall hold regular in-person weekly meetings on Thursday at 12:15 PM. The board may modify this schedule when circumstances require. Virtual meetings may be substituted for in-person meetings, by the board, under exceptional circumstances. Members shall be notified of changes or cancellation of the regular meetings. All members except honorary or those excused pursuant to the standard Rotary club constitution in good standing on the day of the regular meeting, must be counted as present or absent. Attendance must be evidenced by the member being present either at this club or at another Rotary club, or as provided in the standard Rotary club constitution.

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

Section 4 – Regular board meetings shall be held each month. Special board meetings shall be called by the president, whenever deemed necessary, or upon two (2) directors giving due notice.

Section 5 – A majority of the board members shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The club admission fee shall be \$50.00, to be paid before the applicant can qualify as a member, unless modified by the board.

Section 2 – Membership dues shall be \$1,000 per annum for active members, payable quarterly on the first day of July, October, January and April. These dues include the cost of a luncheon meal. A portion of each quarterly payment shall be applied to the member's official RI magazine subscription, and to RI and district dues.

Section 3 – At the board's discretion, membership dues may be reduced to as low as \$400 per annum for active members, excluding the cost of a luncheon meal.

Section 4 – Also at the board's discretion, for active-leave-of-absence and active-rule-of-85 members, membership dues may be reduced to the amount necessary to pay RI dues, district dues, and RI official magazine costs, with the understanding such members will pay the costs of lunch when they attend.

Section 5 – Honorary members will not be charged fees or dues unless they request a subscription to the RI official magazine. They will pay for their lunch when they attend meetings.

Article 7 Method of Voting

The club business of this club shall be transacted by *viva voce* (voice) vote except for the election of officers and directors, which shall be conducted by ballot. If there is only one candidate for each board position, the proposed slate may be elected *viva voce*. The board may determine whether a resolution should be considered by ballot or *viva voce*.

Article 8 Five Avenues of Service

The five Avenues of Service: Club Service, Vocational Service, Community Service, International Service and Youth Service are the philosophical and practical framework for this Rotary club. This club will be active in each Avenue of Service.

Article 9 Committees

Section 1 - Club committees are charged with carrying out the club's annual and long-range goals. The president-elect, president, and immediate past president shall work together to ensure

continuity of leadership and succession planning. To ensure continuity, committee members should be appointed to the same committee for three years. The president-elect shall be responsible for appointing members to committee vacancies, appointing committee chairs, and conducting planning meetings the year prior to start of his/her year in office. Standing committees shall be headed by a club director and be appointed as follows:

- **Membership**
This committee develops and implements a comprehensive plan to recruit and retain members.
- **Public Relations / Image**
This committee develops and implements plans to provide the public with information about Rotary, and promotes the club's image, service projects and activities.
- **Club Administration**
This committee conducts and coordinates activities associated with the effective operation of the club.
- **Service Projects**
This committee develops and implements educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **Youth Projects**
This committee develops youth-related programs and monitors the performance of club-sponsored Interact and Rotaract clubs.
- **The Rotary Foundation**
This committee develops and implements plans supporting The Rotary Foundation of Rotary International through financial contributions and program participation. This committee is separate and distinct from the club's Springfield Rotary Foundation (see Article 11).

Ad hoc committees may be appointed as needed.

Section 2 - The president shall be an *ex officio* member of all committees and shall have the privileges of membership thereon.

Section 3 - Committee business shall be transacted as is prescribed in these bylaws or may be referred to it by the president or the board. Except where special authority is given by the board, committees shall not take action until a report has been made and approved by the board.

Section 4 - Committee chairs shall be responsible for regular meetings and activities of the committee, supervise and coordinate the work of the committee, and report to the board on committee activities.

Article 10 Duties of Committees

Section 1 - Committee duties shall be established and reviewed by the president. When assigning duties, the president shall make reference to appropriate RI materials. The service projects committee will consider the five Avenues of Service when developing annual plans.

Section 2 - Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the year. The president-elect shall be responsible for providing leadership to prepare recommendations for club committees, mandates, goals, and plans for presentation to the board before commencement of the year.

Article 11 Springfield Rotary Foundation

Section 1 - The Springfield Rotary Foundation, a 501c(3) corporation organized in the Commonwealth of Virginia, is the charitable arm of the Rotary Club of Springfield. The Springfield Rotary Foundation is responsible for receiving and disbursing all charitable gifts, and administering

all grant funds, on behalf of the club. All active club members are Springfield Rotary Foundation members, but the Springfield Rotary Foundation is governed by a separate board of directors elected by the club, and operates under its own bylaws.

Section 2 - Springfield Rotary Foundation funds are maintained in a bank account separate from the club operating funds and are accounted for by a separate budget and financial statement.

Section 3 - The club board shall provide guidance to the Foundation board regarding projects to be supported each year.

Article 12 Leave of Absence

A leave of absence may be granted, excusing a member from attending club meetings for a specified length of time, upon written application to the board, setting forth good and sufficient cause.

Article 13 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare an operating budget of estimated income and expenditures for the year, which shall stand as expenditure limits for these purposes, unless otherwise ordered by the board.

Section 2 – The treasurer shall deposit club operating funds in a bank named by the board. These operating funds are separate from charitable funds maintained by the Springfield Rotary Foundation.

Section 3 – Bills shall be paid by the treasurer or other authorized officer when approved by two other officers or directors.

Section 4 – The club, using a qualified person, shall review of all financial transactions once each year.

Section 5 – The club fiscal year shall extend from 1 July to 30 June. Collection of member dues shall be divided into four (4) quarters: 1 July to 30 September, 1 October to 31 December, 1 January to 31 March and 1 April to 30 June. Payment of RI *per capita* dues and RI official magazine subscriptions shall be made within 30 days of receipt of the semiannual RI invoice based on club membership on 1 July and 1 January. Payment of district *per capita* dues shall be made within 30 days of receipt of the district invoice.

Article 14 Method of Electing Members

Section 1 – A prospective club member shall be proposed by an active club member. The proposed member's information shall be submitted to the board in writing, through the club's membership director. A transferring or former member of another club may be proposed for active membership by the former club. The proposal shall be kept confidential except as provided by procedures herein.

Section 2 – The board shall ensure the proposal meets the classification and membership requirements of Rotary International.

Section 3 – The board shall approve or disapprove the proposed candidate application within 30 days of its submission and notify the prospective member, through the membership director, of its decision.

Section 4 – If the board decision approved the proposed candidate for admission into the club, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. Afterwards, the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be announced to the club.

Section 5 – A proposed member will be considered elected to membership if no written objection to the proposal, stating reasons, is received by the board from an active club member within seven (7) days following publication of information about the prospective member. If an objection has been filed with the board, the board shall vote on the proposed candidate at its next meeting. If the candidate is approved for admission despite the objection, the proposed member, upon payment of the admission fee and appropriate dues for that period, shall be considered to be an elected member.

Section 6 – Following the proposed member's admission, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. The club administration director will report the new member information to RI and DAC/db. The president will assign a member to assist the new member's assimilation into the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, as Rotary International guidance provides, honorary members proposed by the board. Honorary members are those who have distinguished themselves by meritorious service in support of Rotary ideals. They are exempt from fees and dues. They cannot vote or hold club office, but are entitled to attend meetings and enjoy other club privileges. After election, they remain honorary members until terminated by the board.

Article 15 Resolutions

The club shall not consider any resolution or motion committing the club on any matter until the board has first considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

Article 16 Typical Order of Business

- Meeting Called to Order
- Pledge of Allegiance
- Non-denominational Invocation
- Introduction of Visitors
- Correspondence, Announcements, and Rotary Information
- Committee Reports, if any
- Unfinished Business
- New Business
- Speaker Presentation or other Program
- Happy Talk and/or News of the Day
- Four Way Test
- Adjournment

Article 17 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of members present, provided notice of such proposed amendment shall have been sent to each member at least seven (7) days before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the standard Rotary club constitution and with the RI constitution and bylaws.