

Bylaws of the Rotary Club of Barboursville, West Virginia USA

(revised February 10, 2016)

Article I

Election of Directors and Officers

SECTION 1--At a regular meeting one month prior to the meeting for election of officers, as provided by Section 1 of Article IV, the presiding officer shall ask for nominations by members of the club for a president-designate, two (2) members of the board of directors, secretary and treasurer. The nominations may be presented by a nominating committee or by members from the floor, by either or by both. The nominating committee shall consist of the present board of directors.

The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president-designate, directors, secretary and treasurer, receiving a majority of the votes on the first ballot, shall be declared elected to their respective offices. If none of the candidates receives a majority of the votes cast for a particular office, a second ballot shall be taken. This second ballots shall include all candidates from the first ballot, except that it shall exclude that candidate who received the least number of votes on the first ballot. Subsequent ballots (if needed) deleting the candidate receiving the fewest votes on the prior ballot shall be taken until a candidate receives a majority of the votes and is declared elected.

The president-designate, directors, secretary, and treasurer elected in such balloting shall serve as members of the board of directors as president-designate, director, secretary, and treasurer for one year or until their successors are elected, with their term of office commencing on the first day of July next following their election as president-designate, director, secretary, and treasurer. The president-elect shall assume office as president on the first day of July immediately following his/her year of service on the board as president-elect. The president-designate shall assume office as president-elect on the first day of July immediately following his/her year of service on the board as president-designate. The regular term of office for all officers and committee members (except where noted) is one year, beginning on July 1 and ending on June 30. The regular term of office for directors is two years, beginning on July 1 and ending June 30 of the second year. At the time of his or her election, each director shall be assigned to Class A or Class B, two directors to be assigned to each class.

a.) Directors in Class A shall have their term expire in years ending with an even number and every two years thereafter.

b.) Directors in Class B shall have their term expire in years ending with an odd number and every two years thereafter.

SECTION 2--The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election, the board of directors-elect (those who will serve for the one year term commencing on the first day of July next following this election) shall meet and elect some member of the club to act as sergeant-at-arms for the year commencing on the first day of July next following his/her election. The sergeant-at-arms elected at this meeting shall become an ex officio member of the board in the year for which he/she is elected to serve and shall have such responsibilities and privileges of membership thereon as the board may determine.

SECTION 3--A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

SECTION 4--A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

SECTION 5--Except for the positions of Secretary and Treasurer, an officer or director elected as described in Section 1 of this Article shall not be eligible to serve for two (2) or more consecutive terms in the office to which he/she was elected. No member shall hold more than one office (all of those offices described in Sections 1 and 2 of this Article) concurrently.

Article II **Board of Directors**

The governing body of this club shall be the board of directors, consisting of ten (10) members of this club, namely, those four directors elected in accordance with Article I, Section 1, of these bylaws, the president, president-elect, president-designate, immediate past president, secretary, and the treasurer.

Article III **Duties of Officers**

SECTION 1--President. It shall be the duty of the president to preside at meetings of the club and board, and to perform such other duties as ordinarily pertain to his/her office.

SECTION 2--President-Elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club, to preside at meetings of the club and board in the absence of the president, to act as the chairperson of the fundraising committee, and to perform such other duties as may be prescribed by the president or the board.

SECTION 3--President-Designate. It shall be the duty of the president-designate to serve as a member of the board of directors of the club, to preside at meetings of the club and board in the absence of the president and president-elect, to act as the chairperson of the program committee, to act as the liaison between various committee chairpersons and the board, and to perform such other duties as may be prescribed by the president or the board.

SECTION 4--Secretary. It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings; determine if the absence of a member from any club meeting is considered an excused absence for attendance purposes, send out notices of meetings of the club, board and committees; record and preserve the minutes of such meetings; make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1st and April 1st of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership to the General Secretary of Rotary International; report monthly the attendance at club meetings to the district governor immediately following the last meeting of the month; collect and remit to Rotary International subscriptions to *The Rotarian*; and perform such other duties as usually pertain to his/her office.

Specifically, the club considers any absence caused by (a) protracted ill health or impairment, and (b) the temporary changing of the regular time and/or place of the regular weekly meeting, as an excused absence. The secretary may consider other reasons in granting an excused absence. Any member disagreeing with the secretary's decision on an excused absence may appeal such decision to the board of directors.

SECTION 5--Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in his/her possession.

SECTION 6--Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for his/her office and such other duties as may be prescribed by the president or the board.

Article IV **Meetings**

SECTION 1--Annual Meeting. An annual meeting of this club shall be held on the first regular weekly meeting in December each year at which time the election of a president-designate, director, secretary, and treasurer to serve for the ensuing year shall take place.

SECTION 2--The regular weekly meetings of this club shall be held on Wednesday at 12:00 noon.

Due 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 a member excused by the board of directors of this club, pursuant to Section 2(b) of Article VIII of the Standard Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted present or absent, and attendance must be evidenced by the member being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary Club, or as otherwise provided in Section 1 of Article VIII. of the Standard Rotary Club Constitution.

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 at least monthly at a time and place agreed upon by the board of directors and as announced to the club's membership, unless due notice is given to each member of the board. Special meetings of the board, shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

SECTION 5--A majority of the board members shall constitute a quorum of the board.

Article V **Fees and Dues**

SECTION 1--An admission fee of \$35.00 shall be paid before an applicant can qualify as a member.

Transferring or former Rotarians are not required to pay this fee.

SECTION 2--The membership dues shall be \$190.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to *The Rotarian* magazine. The Board of Directors may add a penalty of \$20.00 to any member's semiannual dues, if such dues are not received by the Club Treasurer within 60 days of the issuance of the dues statement.

SECTION 3--Members who are ministers, priests, rabbis, or hold similar positions, and who derive their primary incomes from nonprofit religious organizations will be exempt from paying the admission fee and semiannual dues while they are employed in this manner. Exceptions to this policy may be made by a majority vote of the board of directors.

Article VI
Method of Voting

The business of this club shall be transacted by viva voce vote except the election of officers and directors which shall be by ballot.

Article VII
Committees

SECTION 1--(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, and International Service as he/she may deem necessary.

(c) The Club Service committee, Vocational Service committee, Community Service committee, and International Service committee shall each consist of a chairman, who shall be named by the president from the membership of the board of directors and not less than two (2) other members.

(d) The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the 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, a committee shall not take action until a report has been made to and approved by the board.

(f) Should the president deem it necessary, he/she may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service or International Service committees. Where

feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

SECTION 2--Club Service Committee.

(a) The chairman of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service committee shall consist of the chairman of the Club Service committee and the chairmen of all committees appointed on particular phases of Club Service.

(c) The president may, subject to the approval of the board, appoint any or all of the following committees on particular phases of Club Service:

- Attendance committee
- Club bulletin (newsletter) committee
- Fellowship activities committee Magazine committee
- Program committee
- Public relations committee
- Fundraising committee

The president shall appoint to a three-year term, subject to the approval of the board, one member each year to each of the following committees:

- Audit Committee
- Membership/Classifications committee
- Rotary information committee

(d) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(e) The audit, membership/classifications, and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under the provision shall be as follows: one member for a term of one (1) year; one member for a term of two (2) years; one member for a term of three (3) years.

(f) The magazine committee shall, wherever feasible, include the editor of the club newsletter and a local newspaper or advertising member of the club.

Article VIII
Duties of Committees

SECTION 1--Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The chairman of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings--including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club, and attendance at regular meetings of other clubs when members are unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) Audit Committee. This committee shall establish goals, general procedures, and guidelines necessary to properly safeguard the assets of the club, and to properly account for all of the financial activities of the club, as well as meet Internal Revenue Service regulations. The committee will monitor and review the finances of the club and report these findings to its members.

(i) A goal of this committee is the preparation of an annual financial statement for the general operating account that will be given to the members of the club for their review.

(ii) A goal of this committee is the preparation of an annual financial statement for the community charities fund account that will be given to the members of the club for their review.

(iii) A goal of this committee is the preparation of an annual financial statement for the fund-raising account that will be given to the members of the club for their review.

(iv) A goal of this committee is to assist in the preparation and filing of any required tax returns.

(v) This committee shall assist in determining the value of all in-kind goods and services received as required by the Internal Revenue Service.

(vi) This committee shall provide guidance and support for all firm activities of the club including lunches, Rot-A-Lot, Christmas parties, guest lunches, raffle, golf tournament, dues, and any other financial activities of the club.

(vii) This committee shall assist in the preparation of and the review of the semiannual reports for the general operating account, community charities fund account, and fund-raising account . This committee will work directly with the treasurer in resolving any financial issues that may arise.

(ix) This committee shall meet at least quarterly. Members of the committee shall elect from their number a chairman and vice chairman.

(c) Membership/Classifications Committee. This committee shall as early as possible, but no later than August 31st of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications using the guide to classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

It shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall

report their decisions on all applications to the board.

It shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(d) Club Bulletin (Newsletter) Committee. This committee shall endeavor, through the publishing of a monthly club newsletter, to stimulate members' interest and improve their attendance; announce the programs of the forthcoming meetings and relate highlights of the previous meetings; promote fellowship; contribute to the Rotary education of all members; and report news of the club, of its members and of worldwide Rotary programs.

(e) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members; promote participation by members in organized Rotary recreational and social activities; and do such work in pursuance of the general object of the club as may be assigned by the president or the board.

(f) Magazine Committee. This committee shall stimulate reader interest in *The Rotarian* and/or *Revista Rotaria*; sponsor a magazine month; arrange for brief reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine; and in other ways make the magazine of service to the club members and non-Rotarians.

(g) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club. It shall be chaired by the president-elect.

(h) Public Relations Committee. This committee shall devise and carry into effect plans to give the public information about Rotary, its history, object and scope; and to secure proper publicity for the club.

(i) Rotary Information Committee. This committee shall devise and carry into effect plans to give prospective members information about the privileges and responsibilities of membership in a Rotary club; to give the members, especially the new members, adequate understanding of the privileges and responsibilities of Rotary membership; to give the members information about Rotary, its history, object, scope, and activities; and to give the members information about developments in the administrative operation of Rotary International.

(j) Fundraising Committee. This committee shall devise and carry into effect plans which will adequately fund the club's charitable activities for any given Rotary year. The chairman of the fundraising committee, the President-Elect, as provided by Section 2 of Article III, shall be responsible for regular meetings of the committee and shall report to the board on all committee plans and activities.

SECTION 2--Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

SECTION 3--Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

SECTION 4--International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. The chairman of this committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

Article IX **Leave of Absence**

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

(Note: Such leave of absence does operate to prevent a forfeiture of membership, but does not operate to give the club credit for the member's attendance. Unless he/she attends a regular meeting of some other club, the excused member must be recorded as absent except that an absence authorized under the provision of Article VIII, Section 2(b) of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article X **Finances**

SECTION 1--The treasurer shall deposit all funds of the club in some bank to be named by the board.

SECTION 2—With the exception of normal Rotary operating supplies, all purchases must be approved by the treasurer or board member. All bills shall be paid only by checks, and supported by appropriate documentation. Checks written from the community charities fund account and any fund-raising account shall require two authorized signatures. Checks written on the general operating account shall be signed by either the treasurer or president. For all fund-raising events, social events, or other club activities where cash transactions (receipts of cash) may take place, a cash receipt is to be prepared and signed by both parties and given to the treasurer for documentation. A thorough audit by a certified public accountant or other qualified person or the club's audit committee shall be made once each year of all the club's financial transactions.

SECTION 3--Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of said bond to be borne by the club.

SECTION 4--The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the

membership of the club on those dates.

SECTION 5--At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Article XI
Method of Electing Members

SECTION 1--Active Members.

(a) The name of a prospective member, proposed by an active member of the club shall be submitted to the board in writing, through the club secretary. A transferring or former member of another Rotary club may be proposed for active membership by the former club. The proposal, for the time being, shall be kept confidential, except as otherwise provided in this procedure.

(b) The board shall request the membership/classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request this committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(c) Within thirty days, the board shall consider and approve or disapprove the recommendations of the membership/classifications committee. It shall then notify the proposer, through the club secretary, of its decision.

(d) If the decision of the board is favorable, the secretary shall inform the prospective member of the purposes of Rotary and the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit a signed application for membership and to give his/her permission for his/her name and proposed classification to be published to the club.

(e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten days following publication of the name of the prospective member, upon payment of his/her admission fee, as prescribed in Article V of these bylaws, the prospective member shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If no more than one (1) negative vote is cast against the proposed member by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall report his/her name to the General Secretary of Rotary International.

(f) The member shall be formally inducted as a new member at a regular meeting of the club.

SECTION 2--Honorary Members. The name of a proposed candidate for this kind of membership shall be

submitted to the board of directors in writing and the election shall 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 ballot on the proposed member. If no more than one (1) negative vote is cast against the proposed member by the members of the board in attendance at such regular or special meeting, the proposed member shall be considered duly elected.

Article XII
Resolutions

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.

Article XIII
Order of Business

Meeting called to order.
Invocation.
Pledge of allegiance.
Introduction of visiting Rotarians.
Introduction of other guests.
Rot-a-lot.
Report of officers (including Sergeant-at-Arms).
Correspondence and announcements (including birthdays).
Committee reports.
Unfinished business.
Address or other program feature.
Adjournment.

Article XIV
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

Article XV
Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that a written notice of such proposed amendment shall have been delivered or mailed to each member at least ten 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 Constitution and Bylaws of Rotary International.

(Version 13, February 2016)