

**BY-LAWS OF
THE ROTARY CLUB OF WESTERN HENRICO**

ARTICLE I: ELECTION OF DIRECTORS AND OFFICERS

Section 1 — At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, secretary, sergeant-at-arms and the number of members of the board of directors as there are directors whose terms will expire at the end of the current year and treasurer, if the term of office of the current treasurer expires at the end of the current year. The current secretary shall be nominated for president-elect. The nominations for secretary, sergeant-at-arms, and director, and additional nominations, if any, for president-elect may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. 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 elect, secretary, treasurer and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The president-elect elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

Section 2 — The officers and directors, so elected, together with the immediate past president shall constitute the board of directors.

Section 3 — Within one month after the beginning of the year, the board of directors shall meet and elect one member of the board of directors to act as vice-president.

Section 4 — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 5 — 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.

ARTICLE II: BOARD OF DIRECTORS

Section 1 — The governing body of this club shall be the board of directors consisting of no less than three (3) and no more than nine (9) members of this club elected in accordance with Article I, Section 1, of these bylaws plus the president, president-elect, secretary, treasurer, sergeant-at-arms, and the immediate past president.

Section 2 — Except for directors elected to fill vacancies, the term of office of each elected director shall be three years. The terms of office of the elected directors shall be

staggered so that, to the extent possible, the terms of one-third (1/3) of the directors shall expire each year.

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 the office of president.

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 and to perform such other duties as may be prescribed by the president or the board.

Section 3 — *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 4 — *Secretary*. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, 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 and the District Governor, and perform such 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 such other duties as pertain to the office of treasurer. The term of office of the treasurer shall be two (2) years. 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 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 Monday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 — The regular weekly meetings of this club shall be held on Monday at 7:30 a.m.. 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 member excused by the board of directors of this club, pursuant to article VIII, section 2 (b) of 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 member's 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 the standard Rotary club constitution, article VIII, section 1.

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 monthly on such day as may be set by the president. 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 — The admission fee shall be \$100 to be paid before the applicant can qualify as a member.

Section 2 — The membership dues shall be \$160 per annum, payable annually on the first day of July, with the understanding that six dollars (\$6.00) of each semiannual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

Section 3 — The Board of Directors shall have the authority to set the admission fee and membership dues.

ARTICLE VI: METHOD OF VOTING

The business of this club shall be transacted by voice 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
Finance 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 deemed 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, and not less than two (2) other members.

(d) The president shall be *ex officio* a 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, such committees shall not take action until a report has been made to the board and approved by the board.

(f) The president 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 shall, subject to the approval of the board, appoint the following committees on particular phases of club service:

- Club bulletin committee
- Fellowship committee
- Membership committee
- Program committee
- Public relations committee
- Classifications committee
- Rotary Information Committee

(d) The president shall appoint the president-elect to oversee and coordinate the work of the classifications, membership and Rotary information committees.

(e) 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.

(f) The 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 this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.

Section 3 — *Community Service Committee.*

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

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

(c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:

Community development committee
Partners in service committee

Section 4 — *Finance Committee.*

(a) The Treasurer shall serve as chairman of the finance committee.

(b) The finance committee shall consist of the treasurer and other members as appointed by the president, including the chairman of the charity committee.

(c) The charity committee shall consist of the treasurer and past presidents.

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) *Classifications Committee.* This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification

principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(b) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.

(c) *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.

(d) *Membership Committee.* This committee shall consider all proposals for membership from the personal side 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.

(e) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(f) *Public Relations Committee.* This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

(g) *Rotary Information Committee.* This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

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 the 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.

(a) *Community Development Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make

the community a better place to live by improving the physical condition of the community and its facilities.

(b) *Partners in Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in 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.

Section 5 — *Finance Committee.* This committee shall oversee development of an annual budget and assist the treasurer in the oversight of club finances.

(a) *Charity Committee.* This committee shall consider, and propose to the Board, the annual disbursement of funds collected for charitable purposes.

ARTICLE IX: 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. (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 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 — All bills shall be paid only by checks signed by the treasurer upon vouchers signed by an officer or director. A thorough audit by a certified public accountant or other qualified person 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 bond to be borne by the club.

Section 4 — 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 — 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 club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 — The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 — The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposing member, through the club secretary, of its decision.

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 — 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. 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 induction of the new member; the club secretary shall issue a membership card and shall report the new member to Rotary International; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

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 XII: 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 notice of such proposed amendment shall have been mailed 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 club constitution and with the constitution and bylaws of Rotary International.