



Bylaws of the Rotary Club of Norfolk, Virginia

ARTICLE 1. DEFINITIONS

Board – The Officers and Directors of this Club

Officer – Club President, President-Elect, Vice President, Secretary/Treasurer, or Immediate Past President

Director – A Board member who is not an Officer, who directs Committee activities

Member – Any dues-paying (not honorary) member of this Club

RI – Rotary International

Satellite Club – A potential club whose members shall also be members of the sponsor Club

Rotaract Club – A potential club that brings together people ages 18-30 to exchange ideas with leaders in the community, develop leadership and professional skills, and have fun through service

Interact Club – A potential club that brings together young people ages 12-18 to develop leadership skills while discovering the power of Service Above Self

Year – The 12-month period that begins on July 1

ARTICLE 2. BOARD

Section 1 – *Voting Members.* The governing body of this Club shall be a Board, consisting of 12 members of the Club who have been elected in accordance with Article 3 of these Bylaws, namely, seven Directors and five Officers (the President, President-elect, Vice President, Secretary/Treasurer, and the Immediate Past President).

Section 2 – *Non-Voting Member: Club Parliamentarian.*

- a. Prior to June 1 each year, the President-elect shall appoint a Club Parliamentarian who will serve for a term of one Rotary year, and who may be reappointed for succeeding one-year terms.
- b. It shall be the duty of the Parliamentarian to attend Club Board meetings and to advise Board members in the interpretation and application of the Club Articles of Incorporation, Bylaws, Administrative Guidelines, and *Robert's Rules of Order*. The position is advisory only and the incumbent carries no vote in Board proceedings.

ARTICLE 3. ELECTION OF DIRECTORS AND OFFICERS

Section 1 – At a regular meeting one month prior to the annual meeting, the Immediate Past President shall ask Club members for nominations for the five Officers and seven Directors.

- a. Nominations may be presented by a nominating committee (as appointed by the Immediate Past President), or by members from the floor, or by both. Nominations shall be placed on a ballot (paper or electronic) in alphabetical order under each office, and the election shall be held at the annual meeting.

- b. The nominating committee may present the exact number of candidates to fill the Board positions and recommend election of the Board slate as a whole. However, additional nominations from the floor must be allowed; if any such nominations are made, a paper or electronic ballot to include the nominee among the candidates shall be created, and the election rescheduled for the next meeting.
- c. Officer candidates (President, President-elect, Vice President and Secretary/Treasurer) receiving a majority of the votes shall be declared elected to their respective offices. If the ballot includes more than seven candidates for Director, those receiving the most votes shall be declared elected as Directors. If votes for any Officer or Director are tied, the Immediate Past President shall announce a runoff election between the tied candidates to be held at the next meeting.
- d. The term of office for each member elected to the Board shall commence on the first day of the new Rotary year (July 1) following the election.

Section 2 – A vacancy on the Board or of any office shall be filled by action of the remaining members of the Board.

Section 3 – A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining Board members-elect.

Section 4 – Directors may be elected to serve a two-year term, if preapproved by a Board quorum two-thirds majority vote. This extended term is an option to ensure continuity and/or to retain the experience of members serving specialized committee functions.

ARTICLE 4. DUTIES OF OFFICERS

Section 1 – *President*. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of President.

Section 2 – *President-elect/President, Norfolk Rotary Charities*. It shall be the duty of the President-elect to preside at meetings of the Club and Board of Directors in the absence of the President, to preside at meetings of the Board of Norfolk Rotary Charities, to develop and conduct Club Officer and Director training and to perform such other duties as ordinarily pertain to his/her office and as may be assigned by the President or the Board. To ensure a smooth turnover of Club administration, the President-elect shall meet with his/her incoming Board members-elect prior to assuming the presidency.

Section 3 – *Vice President*. It shall be the duty of the Vice President to preside at meetings of the Club and the Board in the absence of the President and President-elect; to coordinate scheduling of guest speakers, introduction of speakers and meeting programs; and to perform other duties as ordinarily pertain to the office of Vice President.

Section 4 – *Secretary/Treasurer*. It shall be the duty of the Secretary/Treasurer, with the assistance of the Club's Executive Secretary, to:

- a. maintain custody of all funds and account for them to the Club annually, and at any other time upon demand by the Board.
- b. collect and remit RI dues, District dues, and RI official magazine subscription fees.
- c. collect all Club membership dues and fees (see Article 6, Section 7).
- d. notify members of Club, Board, and Committee Chairs of upcoming meetings, and record and

preserve the minutes of such meetings.

- e. oversee membership records and submit reports as required by RI and District:
 - 1. Ensure meeting attendance is correctly recorded and submit the monthly attendance report to the District Governor within 15 days of the last meeting of the month.
 - 2. Submit semiannual membership reports as required to RI on January 1 and July 1 of each year. This report shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the Club since the start of the July or January semiannual reporting period.
- f. turn over to the incoming Secretary/Treasurer, or to the President, all funds, books of accounts, or any other Club property upon retirement from office.
- g. perform other duties as usually pertain to the office of Secretary/Treasurer.

ARTICLE 5. MEETINGS

Section 1 – Annual Meeting. A Club business meeting shall be held annually, no later than December 31, unless otherwise scheduled by the Board. Officers and Directors who will serve for the ensuing year shall be elected at this meeting, enabling them to attend District leadership training that commences in January.

Section 2 – Regular meetings of this Club shall be held on the first three Tuesdays of each month beginning at 12:30 p.m. In an emergency or for good cause, the Board:

- a. may change the regular meeting date to a different day of the same week or to a different hour of the regular day, or
- b. cancel/reschedule any regular meeting due to conflict with a legal holiday, the death of the Club President, or an epidemic or disaster affecting the entire community

The Board of Directors shall give due notice of any such changes in or canceling of the regular meeting to all members of the Club.

Section 3 – One-third of the membership in good standing shall constitute a quorum at the annual and regular meetings of this Club.

- a. Members may attend/participate in meetings remotely, via digital/web-based platforms or other technological systems. Remote attendance is allowed to ensure all members have the opportunity to participate, and when needed, to attain a quorum required for voting.
- b. Members attending a meeting remotely shall be deemed present and may vote at such a meeting, provided the Board has, in accordance with the Virginia Code, *Virginia Nonstock Corporations Act* (Chapter 10 § 13.1-844.2):
 - 1. verified that each person participating remotely is a member or member's Proxy, and
 - 2. provided such members a reasonable opportunity to participate in the meeting and to vote on matters before the Club, including an opportunity to communicate, read or hear the proceedings of the meeting, concurrently with such proceedings.

Section 4 – The Board shall meet once each month, at such time and place as they may designate. With due notice given, special Board meetings may be called by the President or by any other two members of the Board.

Section 5 – A majority of the Board members shall constitute a quorum. Although physical attendance is

preferred at Board meetings except during an epidemic or disaster affecting the entire community, members may participate in any meeting by means of remote communication to the extent the Board authorizes.

Section 6 – Proxy voting shall be allowed, in accordance with Article 9, Section 3(a) of the RI constitution. Members who wish to vote by proxy must submit a request along with his or her vote to the Club Secretary/Treasurer in advance of any scheduled vote.

ARTICLE 6. FEES AND DUES

Section 1 – All fees and dues shall be at the determination and discretion of the Board. All assessments or modifications of fees and dues, except for charge increases from RI or our Rotary District, will be authorized by a Board quorum vote (see Article 5, Section 5). Any fees or dues increase greater than 5% must be pre-approved by two-thirds of Club members present at a general meeting.

Section 2 – Club Membership Dues shall be payable semiannually, on the first day of July and the first day of January. As required by RI, a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

- a. New members shall be charged with dues prorated from the month of initiation.
- b. The Board may change the membership dues to reflect changes in Club administrative costs or charges by RI or our District.

Section 3 – Club meals and their prepayment is based on the safety and well-being of members. Club meals have traditionally been prepaid when gathering is permitted. This section outlines bylaws in that environment. When gathering virtually in a restricted environment there is no meal prepayment.

- Club meals shall be paid for in advance, semiannually, with payments due on the first day of July and the first day of January. New members shall be charged for meals prorated to their initiation date.

- a. Charges for prepaid meals to members shall be at the determination and discretion of the Board of Directors. In the event of a price increase occurring between quarterly or semiannual payment dates, those prepaying meals shall be billed for the increase, retroactive to the date of increase, at the next regular billing date.
- b. A member may be excepted from the requirement to prepay for meals based upon:
 1. having a waiver of attendance pursuant to being approved and designated "Senior Active Member" by the Board. Any active member becomes eligible for senior active status when such member's combined active and past service in one or more clubs combined with his or her age equals 85 or more. Active or past service in one or more clubs includes: a total of at least 15 years membership; a total of at least 10 years where the member has attained the age of 60 years; a total of at least five years where the member has attained the age of at least 65 years; or, where a member is a present or past RI Officer. NOTE: This approved senior active status does not exempt the member from having to purchase the meal while attending any meeting unless otherwise exempted (see Section 4 below).
 2. the Board's approval of a request by a member that he or she be excepted from the requirement to prepay or otherwise pay for meals based upon the member's medical or other dietary restrictions.
- c. Any member excepted from the prepayment of meals by the Board will prepay an assessment for each week that his or her prepayment of meals is excepted. This assessment will be determined by the Board, as advised by the finance/budget committee. Honorary members are excluded from this provision.

Section 4 – Any visiting Rotarians, guests, and Senior Active Members exempted from prepaying for meals, other than those excepted by the Board for medical or dietary restrictions, will pay for meals when they attend each meeting at a rate set by the Board. Also, the Board may waive meal charges for guests who are prospective members, speakers, or those accompanying the speaker. Prospective Rotarians shall be allowed to attend up to three meetings without paying for their meals.

Section 5 – In harmony with the RI expectation that every Rotarian contributes to The Rotary Foundation every year, members of this Club will be invoiced the minimal amount annually, on July 1. The invoice will allow members to opt out of paying this minimal amount, based on their preference to make larger contributions, or contribute using a different method (e.g., via Rotary Direct, an IRA, or employer-matched funds). Prior to July 1 each year, the Foundation Chair will ensure that all members are informed/reminded of this invoice supplement.

Section 6 – The initiation fee for new members shall be at the discretion of and determined by the Board and is to be paid before an applicant is inducted as a member. The Board may waive the fee when the applicant is a former member of this Club or another Rotary club.

Section 7 – The Secretary/Treasurer shall monitor dues and fees payments and present statements for review at monthly Board meetings. To prevent accumulation of debt, the Secretary/Treasurer shall intervene promptly when members are in arrears for their dues and meals.

Section 8 – The Rotary Club of Norfolk will collect and submit all RI and Rotary District fees for Satellite Club members. Additional Satellite Club dues or fees may be determined by Satellite Club members. Refer to Article 15 Section 1.

Section 9 – All dues for the Rotaract Club President(s) will be paid by the Rotary Club of Norfolk.

ARTICLE 7. ATTENDANCE

Section 1 – While regular meeting attendance is no longer required, every member of this Club is expected to be engaged in regular meetings and Club social and service projects. A member shall be counted as attending a regular meeting if he or she documents a makeup for an absence or is present for at least 60 percent of the time devoted to the regular meeting.

- a. Make-ups or banked attendance is counted if at any time within one month before or after the usual meeting, the member attends a:
 1. meeting of another club;
 2. regular meeting of a Rotaract, Interact, or Satellite club;
 3. convention of RI, training or service;
 4. Club service project authorized by the Board;
 5. Club, committee, or other Board-authorized business meeting; or
 6. District or RI-sponsored business meeting, training, or service activity.
- b. Documentation of attendance at other clubs, committee meetings, or sanctioned activities shall be supplied to the Club's Executive Secretary to be banked or counted as makeups, as the member prefers. Notices may be supplied to our Club's Executive Secretary by the member, the Secretary of the club visited, or Chair of the committee meeting attended.

Section 2 – Attendance and service participation shall be documented and reported to the District Governor (see Article 4, Section 4e).

Section 3 – Although attendance at meetings or other events is not required of Senior Active Members, when they do attend, their attendance shall be documented.

ARTICLE 8. METHOD OF VOTING

Section 1 – The business of this Club shall be transacted by *viva voce** vote except the election of Officers, Directors (see Article 3), and new members (see Article 14), which shall be by ballot. When meeting in person voting will be on paper ballots; for virtual meetings the ballots will be electronic. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce** vote.

* *viva voce* vote is defined as when Club voting is conducted by vocal assent.

Section 2 – Voting on Club business may be also be conducted via remote participation (conference calls, webinars, digital meeting software, or other technological means) for the purpose of making timely decisions and having greater input on Club business (see Article 5, Section 3).

ARTICLE 9. FIVE AVENUES OF SERVICE

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

ARTICLE 10. COMMITTEES

Section 1 – Club Committees are charged with carrying out the annual and long-range goals of the Club based on the Avenues of Service. The President, President-elect, Vice President, Secretary/Treasurer and Immediate Past President shall work together to ensure continuity of leadership and succession planning. When feasible, Committee members should be appointed to the same Committee for three years to ensure consistency. The President-elect is responsible for appointing Committee members to fill vacancies, appointing Committee Chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the Chair have previous experience as a member of a given Committee. Standing Committees should be appointed as follows:

- a. The Rotary Foundation Committee
 1. Chaired by the President-elect.
 2. Develops and implements plans to support the Rotary Foundation through both financial and program participation.
- b. Norfolk Rotary Charities and District Grants Committee
 1. Chaired by President-elect.
 2. Develops and plans to provide grants to local organizations through the Norfolk Rotary Endowment and Club fundraising.
- c. Programs Committee
 1. Chaired by Vice President.
 2. Plans and supports the weekly speaker program.

- d. Finance Committee
 - 1. Monitors and advises all financial operations and practices.
 - 2. Assists Club Officers to ensure the fiscal accountability and maintenance of best practices.
- e. Nominating Committee
 - 1. Chaired by Immediate Past President.
 - 2. Secures a slate of prospective Officers and Directors and oversees the election process.
- f. Administration Committee
 - 1. Conducts activities associated with the effective operation of the Club.
 - 2. Oversees House, Sergeant-at-Arms, Administrative Support (attendance and service reporting), and Human Resources subcommittees.
- g. Membership Committee

Develops, implements, and manages a comprehensive plan for the recruitment and orientation of new members, as well as the engagement and retention of existing members.
- h. Public Image Committee

Develops, implements, and manages plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- i. Community and International Service Committee
 - 1. Develops, implements, and manages educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
 - 2. Assesses, plans, and implements international grants and student exchange programs.
- j. Fundraising Committee
 - 1. Plans, conducts, and monitors fundraising activities.
 - 2. Prepares and manages a budget and report for each fundraising event.
- k. Vocational Committee
 - 1. Plans, monitors, and supports Rotaract/Interact clubs associated with the Rotary Club of Norfolk.
 - 2. Plans and implements career information program in the area.
 - 3. Monitors the Club's classification of Club members' professions/areas of expertise.
- l. Fellowship Committee

Assesses, plans, and implements activities to support Club collegiality, Club spirit, and membership health through social activities, outings, and visitation.

Section 2 – The President shall be an *ex-officio* member of all Committees and, as such, shall have all the privileges of membership therein.

- a. 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, Committees shall not take final action until an action has been communicated to and approved by the Board.
- b. Each Director shall be responsible for regular meetings and activities of their Committee assignments, shall supervise and coordinate Committee and subcommittee work, and shall report all Committee activities to the President and Board.
- c. Directors are expected to attend all Board meetings, so that Club business may be conducted in a timely and efficient manner; minimum participation of 85% (10 of 12 monthly meetings) is required. Remote participation is allowed.
- d. Directors and Committee Chairs will ensure that all volunteer hours invested by members at activities and meetings are recorded.

ARTICLE 11. DUTIES OF COMMITTEES

The duties of all Committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference appropriate RI materials. The Service Projects Committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

Each Committee shall have a specific mandate, clearly defined goals, and action plans established no later than July 1 for implementation during the course of the year. The President-elect is responsible to provide the necessary leadership to prepare a recommendation for Club Committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

ARTICLE 12. 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.

A leave of absence operates 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 an absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.

ARTICLE 13. FINANCES

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate budgets: Rotary Club of Norfolk and Norfolk Rotary Charities.

Section 2 – The Treasurer shall deposit all Club funds in one or more financial institution(s), approved by the Board. The funds of the Club and Norfolk Rotary Charities shall be maintained separately.

Section 3 – All bills shall be paid by the Secretary/Treasurer or other authorized officer (to include the Club's Executive Secretary) only when approved by one other officer.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club. The cost of such bond will be borne by the Club.

Section 6 – The fiscal year of this Club shall extend from July 1 to June 30. For the collection of member dues, the years shall be divided into two semiannual periods extending (1) from July 1 to December 31, and (2) from January 1 to June 30. Per capita (based on current Club membership numbers) dues and RI official magazine subscription payments shall be made on July 1 and January 1 of each year.

ARTICLE 14. METHOD OF ELECTING MEMBERS

Section 1 – The name of a prospective member, proposed by two active members of the Club, shall be submitted to the Board in writing, through the Club Secretary/Treasurer. A transferring or former member of another Club may be proposed to active membership by the former Club. The proposal (application) 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.

- a. **General Qualifications:** This Club shall be composed of adult persons of good character and good business or professional reputation.
- b. **Kinds:** This Rotary Club shall have three kinds of membership, namely: Active, Senior Active, and Honorary. The board may approve additional types of memberships.
- c. **Active Membership:** A person possessing the general qualifications, engaged in any worthy and recognized business or profession. Members may be retired within their classification.
- d. **Senior Active Membership:** Any active member becomes eligible for senior active status when such member's combined active and past service in one or more clubs combined with age equals 85 or more. Active or past service in one or more clubs includes: a total of at least 15 years membership; a total of at least 10 years where the member has attained the age of 60 years; a total of at least five years where the member has attained the age of at least 65 years; or, where a member is a present or past officer of RI. Senior active shall have all the rights, privileges, and responsibilities of an active member.
- e. **Honorary Membership:** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected by the Board to honorary membership in this Club. Persons may hold honorary membership in more than one club. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all other privileges of Club membership.
- f. **Dual Membership:** No person may simultaneously hold Active and Senior Active Member status in this and another club. No person may simultaneously be a Member and an Honorary Member of this Club.
- g. **Affiliated Rotaract Club Presidents** may hold dual membership and be both a Rotaract member and an active member of the Club.
- h. **Religion, News Media, and Diplomatic Service:** Representatives of more than one religion denomination, representatives of more than one newspaper and/or other news media, and diplomatic representatives of more than one government may be eligible to active membership under such classifications.
- i. **HOLDERS of Public Office:** Persons elected or appointed to public office for a specified time shall not be eligible for active membership in this Club under the classification of that office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Active members who are elected to public office for a specified period may continue as active members in their existing classification during the period in which they hold office.
- j. **Rotary International Employment:** This Club may retain in its membership a member employed by RI.

Section 3 – The Board shall approve or disapprove the prospective member proposal within 30 days of its submission and shall notify the proposer, through the Club Secretary/Treasurer, 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 and voted upon.

Section 5 – As soon as practical after the prospective member signs the proposal form and members of the club are given prior notice of the prospective members name, the proposed member will be voted on by secret written or electronic ballot at a regular meeting of the Club membership at which a quorum is present (Article 5 Section 3). An affirmative vote of 85 percent of the ballots cast shall be required for election.

Section 6 – Following the election, the President shall arrange for induction of the new member and presentation of membership pin and new member Rotary literature. In addition, the Executive Secretary will report the new member information to RI. The President, through the Membership Committee, will assign an experienced Club member to mentor and assist with the new member's assimilation to the Club for a period not less than six months, as well as assign the new member to a Club Committee, project and/or function.

ARTICLE 15. CLUB AFFILIATES

Section 1 – Satellite Clubs

Satellite Clubs will be initiated, mentored, and supported by the Rotary Club of Norfolk for a period of two to five years.

1. All administrative reporting to District and RI will be carried out by the host club.
2. Dues and fees for District and RI will be collected from the Satellite Club members and paid by the Rotary Club of Norfolk.
3. With the preapproval of the Rotary Club of Norfolk Board of Directors, the Satellite Club may choose to collect additional dues and fees from its members.
4. Members of the Rotary Club of Norfolk will support and interact with Satellite Club members at meetings and service projects.
5. The Satellite Club will elect its own Officers, conduct its own meetings, determine its own goals and schedule, and select its own service and fundraising projects.
6. Any Satellite Club fundraising activities must be preapproved by the Rotary Club of Norfolk Board of Directors. All funds raised must be under the auspices of the Rotary Club of Norfolk.

Section 2 – Rotaract and Interact Clubs

Rotaract and Interact Clubs will be initiated, mentored, and supported by the Rotary Club of Norfolk.

1. A member of the Rotary Club of Norfolk will be assigned as liaison with each Rotaract or Interact Club. Rotaract and Interact members will be invited to participate in all service projects and Club activities.
2. The Rotary Club of Norfolk will pay the fees for the President of the Rotaract Club(s).

ARTICLE 16. RESOLUTIONS

Section 1 – No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been approved by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board. After considering the matter, the Board shall submit its recommendation to the Club. Once such resolution or motion has been recommended by the Board, the Club may then proceed to take such action as may seem proper to the majority.

Section 2 – Any appeal to the Club, or to its members as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this Article.

ARTICLE 17. MEETING ORDER OF BUSINESS (may be revised/adapted by the President):

- Call to order
- Rotary song selections
- Recitation of the Pledge of Allegiance and the Rotary Four-way Test
- Invocation
- Introduction of visiting Rotarians and Guests
- Visitation Report
- Congratulations and Fines
- Correspondence and Announcements
- Reports by Committee Chairs/others
- Speaker/Program
- Adjournment

ARTICLE 18. BYLAWS 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 or made available to each member at least 10 days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Bylaws set forth by RI.

ARTICLE 19. RULES OF ORDER

Parliamentary practice in Club, Board, and Committee meetings shall be in accordance with *Robert's Rules of Order*.

ARTICLE 20. ADMINISTRATIVE GUIDELINES

An addendum, entitled *Administrative Guidelines*, as approved by the Board of Directors, shall be attached to these Bylaws as an aid to those serving as Officers, Directors or Chairpersons of selected Committees.

ARTICLE 21. ALIGNMENT OF ARTICLES OF INCORPORATION, BYLAWS AND FORMER CONSTITUTION

Section 1 – These Bylaws shall adhere to and ensure congruence with RI standards and regulations.

Section 2 – The Bylaws shall respect the Rotary Club of Norfolk's Articles of Incorporation.

Section 3 – All previous constitutional articles are merged into these Bylaws and *Administrative Guidelines*.
(END)