

## Proposed Rotary Club of Orange, Virginia Bylaws

Adopted by unanimous vote July 18, 2023

### ARTICLE I. CALENDAR CYCLE

The Rotary Club of Orange, Virginia (“Club”) calendar cycle for fiscal and director term purposes is July 1 - June 30. The first quarter (Q1) is July-August-September; Q2 is October-November-December; Q3 is January-February-March; Q4 is April-May-June.

### ARTICLE II. BOARD OF DIRECTORS

The Board of Directors shall consist of the persons a) holding the offices of President, President-Elect/Secretary, President-Nominee, and Treasurer, Sergeant-at-arms, and b) chairing standing committees listed in Article IV. The Immediate Past President will serve as an *ex-officio* Director. Each director will have one vote.

### ARTICLE III. OFFICERS

3.1 The Officers shall be: President, President-Elect/Secretary, President-Nominee, and Treasurer.

3.2 Election: The Board of Directors shall serve as the Nominating Committee for officers, and shall submit to the entire Club membership its nominees for President-Elect-Nominee, Secretary, Treasurer, and Sergeant-at-Arms. The names shall be submitted in writing to the members and announced at the First November Club meeting. The President shall also allow nominations from the floor at each of the November Club meetings prior to the December election.

All November nominations shall be placed on a written ballot and voting shall take place at a weekly Club meeting in December that is chosen as the annual member meeting. The candidates for each office receiving a simple majority of the votes cast shall be declared elected. Members unable to attend the voting meeting may vote electronically, per Section Seven.

The officers elected shall take office on the July 1st following their election and their term shall be for one (1) year.

#### 3.3 Duties of Officers

3.3.1 President. The President shall:

- Preside over Club and board meetings

- Appoint committee chairs
- Conduct Club assemblies
- Create a budget and manage Club finances, including an annual audit
- Develop a safe environment for youth participants
- Work with your district governor and assistant governor
- Be able to call meetings of an executive committee comprised of the officers

3.3.2 President-Elect. The President-Elect shall:

- Preside in the absence of the President
- Serve as Club Secretary (see duties below)
- Carry out any other duties assigned by the President or the Board

3.3.3 President-Elect-Nominee. The President-Elect-Nominee shall:

- Preside in the absence of the President and President-Elect
- Carry out any other duties assigned by the President or the Board

3.3.4 Secretary. The Secretary shall:

- Record votes and action items of the meetings of the Board of Directors
- Keep membership and leadership data up to date in My Rotary, DACdb, and ClubRunner

3.3.5 Treasurer. The Treasurer shall:

- Manage Club funds
- Issue dues invoices and remit membership contributions to Rotary Foundation semi-annually
- Report on the state of club's finances
- Pay club dues to District and Rotary International

Upon leaving office, the Treasurer shall turn over to the succeeding Treasurer all funds and books of accounts in his or her possession. If requested by the incoming Treasurer, a review of all financial records shall be carried out by a group of qualified members of the Club, appointed by the President.

3.4 Duty of Sergeant-at-Arms. The Sergeant-at-Arms is a voting non-officer Director position appointed by the President-Elect for repeatable one-year terms coincident with that President Elect's term as President. The Sergeant-at-Arms is responsible for Club and board meeting logistics, including refreshments, chairs, tables, A/V equipment.

## ARTICLE IV. COMMITTEES

4.1 The Club will have the following standing committees with duties described:

4.1.1 Membership - Manage prospective member recruiting, new member onboarding, engage in member retention activities, periodically contact members that rarely attend meetings or events, send out notices regarding the voting on new members, other duties as prescribed by the Board.

4.1.2 Communication - Building the Rotary brand by managing the Club website and social media, advertising Club activities, submitting updates to monthly district newsletter, local media, other duties as prescribed by the Board.

4.1.3 Fundraising Events - Oversee management of events whose purpose is to raise funds for Club activities.

4.1.4 Programs - Booking programs, maintaining the program schedule, maintaining Friends of Rotary mailing list, notifying members and Friends of programs, keeping and presenting speakers' gifts.

4.1.5 Rotary Foundation - Promote all aspects of charitable giving to the Rotary Foundation through financial contributions and program participation, manage the District Grant project and annually report to the Club's membership.

4.1.6 Christmas Parade - Oversee the annual Rotary Christmas Parade.

4.2 Unless otherwise noted above, each standing committee will be chaired by an individual elected to the position using the same process as that for officers.

4.3 Ad hoc committees.

4.3.1 Ad hoc committee chairs are not voting members of the Board and are not required to attend all board meetings.

4.3.2 Ad hoc committees may be chaired by appointment by the Board.

4.4 Each member must sign up to be on at least one committee.

4.5 The Board may vote to create, modify, and eliminate standing and ad hoc committees as needed.

## ARTICLE V. MEETINGS

5.1 Annual Meetings: An annual meeting of the Club shall be held at a regular Club meeting in December in each year, at which time the election of officers and directors to serve for the ensuing Club year will be held.

5.2 Regular Meetings: Regular meetings of the Club shall be held at 8am on the first and third Tuesday of each month at a place selected by the Board of Directors. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

5.3 Member Quorum: One-third (1/3) of voting members shall constitute a quorum at meetings of the Club.

5.4 Board Meetings: Regular meetings of the Board shall be held on the fourth Tuesday of each month. Board meetings are limited to Board members. At the President's discretion, non-Board members may be added to the agenda.

5.5 Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of a majority of the members of the Board.

5.6 Board Quorum: A simple majority of the Board members shall constitute a quorum of the Board. The quorum may include Approved Electronic Voting and/or Approved Virtual Participation by members (see 6.1).

## ARTICLE VI. DUES

6.1 Membership dues shall be established by the Board of Directors, and will be invoiced twice per year, once in June for Q3 and Q4, and once in December for Q1 and Q2.

6.2 The board of directors will consider the dues structure and the need for dues increases as needed.

6.3 New members' first membership dues invoice will be prorated based on the date of their admission recorded in My Rotary.

6.4 Dues invoices shall indicate that dues must be paid within one month of the invoice date.

One month from the invoice date, the Treasurer shall send a reminder letter to still-unpaid members asking for payment within two weeks.

At a date one month and two weeks from the original invoice date, the Treasurer will send a second reminder.

If a member has not paid by the date two months after the original invoice date, the Board will vote on whether or not to terminate that individual's membership and inform the member of its decision. Individuals whose membership has been terminated may be reinstated by board approval.

6.5 The board may elect to exempt payment of dues by an active member.

## ARTICLE VII. VOTING

7.1 The Club membership votes to elect officers, to amend the bylaws, and other items at the discretion of the Board. Active members vote at meetings in person or via live electronic participation (e.g., Zoom, phone call). Members may vote by electronic communication if they notify the president in advance.

7.2 Unless otherwise noted in the bylaws, motions pass with a simple majority.

7.3 To maintain an odd number of votes on the board, the President has the option to nominate a substitute voter that the board must then approve by simple majority.

## ARTICLE VIII. REMOVAL

8.1 Removal of a Member. The board may vote by simple majority to remove an individual from active membership for causes including, but not limited to: a) failure to pay dues (see Dues section), b) failure to conduct oneself or one's business in accordance with the principles and ethics of Rotary.

8.2 Removal of an Officer or Board Member: The Board may, by simple majority vote, remove an officer or Board Member for causes including, but not limited to: a) breaching the confidentiality of member and prospective member information, b) failure to conduct oneself in accordance with the principles and ethics of Rotary.

## ARTICLE IX. FINANCES

9.1 The Treasurer shall deposit all funds of the Club in a bank selected from time to time by the Board. All disbursements shall be paid only by checks signed by the Treasurer or other person authorized by the Board.

9.2 The Club shall use cash basis accounting for bookkeeping.

9.3 The fiscal year shall extend from July 1st to June 30th.

9.4 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.

9.5 Expenses incurred for items in the budget may be paid for by any officer, and, if relevant, that officer must first coordinate with the Rotarian responsible for that budget item (e.g., an ad hoc program or an annual event). Expenditures not in the budget require approval of the Board prior to being spent.

9.6 The following officers will be issued a Club credit card: President, President-Elect, Treasurer.

9.7 Officers may incur any expense specifically described in that fiscal year's budget without consultation with the board. Expenses not specifically described in that fiscal year's budget (e.g., an ad hoc donation) must be approved by the board before being spent.

9.8 Contracts are signed by the President.

9.9 Once per quarter, the Finance Committee will review the Club's financial position, as well as review expenditures made during that quarter to make sure they are in line with the budget and the board's wishes.

## ARTICLE X. METHOD OF ADMITTING NEW MEMBERS

10.1 Prospective members may be proposed by a member in good standing (the "sponsor") after the prospect has attended at least two Club meetings.

10.2 A written membership application ("Prospective Member Form A") signed by the sponsor shall be submitted to the Membership Committee.

10.3 The Membership Committee shall conduct a review of the candidate and report to the Board. The board will then vote on the candidate's application.

If the Board does not approve the candidate being proposed for membership, the Membership Committee will inform the sponsor, who in turn will inform the individual.

If the board agrees by  $\frac{2}{3}$  majority vote, the Membership Chair shall send written notice to all active members that the individual has been approved for membership by the Board. Active members have seven (7) days from delivery of that notice to submit to the President and/or Membership Chair a written objection, with reason(s), to the applicant's candidacy.

Discussion of a prospective member's suitability shall be kept confidential within the Board and the Membership Committee throughout the approval/voting process.

10.4.1 If no written objection to the Board approval is received from any member of the Club within seven (7) days following notice, the Sponsor shall submit "New Member Form B" to the Membership Chair and to the Secretary, who will update relevant databases.

The date the new member signs this form is considered her/his first day of Rotary membership.

10.4.2 If any written objection is filed, the Board will consider the objection at a regular or special meeting of the Board and shall vote on the proposed member. If the board agrees by  $\frac{2}{3}$  vote to admit, the prospective member will be admitted.

10.5 The member shall be formally inducted as a new member at a Club meeting.

10.6 A transferring or inactive (“terminated” in DACdb) member of another club may be considered for membership in the Club by going through the new member process outlined above. Transferring members will be requested to submit confirmation of membership in good standing from a current officer of the previous club.

#### 10.7 Membership Types

10.7.1 Active Member: Dues-paying member in good standing, has voting rights.

10.7.2 Honorary Member: Non-dues-paying member, does not have voting rights. The Board of Directors may choose to award honorary membership status to individuals who have made a significant contribution to Orange Rotary Club.

10.7.3 Terminated Member: Non-dues-paying individual who may have resigned or been terminated by board vote. Terminated members may be reinstated by board approval.

### ARTICLE XI. RESOLUTIONS

No resolution or motion to commit the 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 member meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that proper and adequate notice of such proposed amendment shall have been shared with each member in print or electronically at least ten (10) days before such meeting.

### ARTICLE XIII. NOTICE

Any written notice provided for under these Bylaws may be given by electronic mail or U.S. Mail.