

Rotary Club of Farmville



Bylaws of the Rotary Club of Farmville, Virginia

Article 1: Definitions

1. Board: The Board of Directors of this club
2. Board-elect: The Board of Directors elected to serve for the next Rotary year
3. Club: The Rotary Club of Farmville, Virginia (Club #5802 chartered in 1938)
4. Director: A member of this club's Board of Directors
5. Member: A member of the club, other than an honorary member
6. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
7. RI: Rotary International
8. Year: The 12-month period that begins on 1 July and ends 30 June

Article 2: Board

The governing body of this club shall be the Board consisting of, at minimum, the president, president-elect/vice-president, president-nominee/secretary, immediate past president, and treasurer. If filled, the following Director positions will also be included on the Board:

Sergeant-at-arms, Foundation Chair, Future Visions Chair, Happy Hour Chair, Membership Chair, Projects Chair, Public Image Chair, and Service Projects Chair.

Article 3: Election of Directors and Officers

Section 1 – The Nominations Committee shall nominate six (6) directors, plus president-nominee, vice-president, secretary, treasurer, and sergeant-at-arms. This committee shall consist of at least one R-85 member, President, President-Elect, Immediate Past President, and three other members chosen by the President-Elect. These nominations

shall be presented to the Board by 1 March or at least thirty (30) days before the Annual Meeting.

Section 2 – Upon approval by the Board, the nominated board, including the approved president-nominee, shall be presented to the club at the next regular club meeting for a vote.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining directors.

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

Section 5 – Each director and officer shall be a member of the club in good standing. A detailed description of the duties of the officers is listed in Article 4 of the by-laws.

Article 4: Duties of Officers

Section 1 – President: Presides at meetings of the club and the Board. Plans each meeting carefully, opening and adjourning on time. Appoints board chairs who are qualified for the jobs assigned. Attends district conference. Attends President-Elect Training Seminar (PETS) and district assembly as incoming president. Expenses paid by the Club. Performs other such duties as ordinarily pertain to his or her office.

Section 2 – President-Elect/Vice-President: Prepares for his or her year in office including attending President-Elect Training Seminar (PETS) and district assembly. Expenses paid by the Club. Presides at meetings of the club and board in the absence of the president and such other duties as may be assigned by the president or board.

Section 3 – President-Nominee/Secretary: Keeps membership and attendance records. Records and disseminates the minutes of meetings. Reports monthly attendance to the district. Orders club supplies. Performs other duties as usually pertain to the office of secretary.

Section 4 – Treasurer: Oversees all funds and accounts for the funds to the club annually and at any time as requested by the Board and performs other duties as pertain to the office of treasurer. Bills members for dues and pays district and RI dues on behalf of the club. Collects Happy Dollars and Queen's Prize funds, writes checks, and processes reimbursements as needed.

Section 5 – Sergeant-at-Arms: Maintains order in club meetings. Other duties as assigned including setting up the meeting room before and after meetings, leading the Pledge of Allegiance, and selling Queen’s Prize tickets to club members.

Article 5: Meetings

Section 1 – An Annual Meeting of this club is held no later than 1 March to elect the officers and directors who will serve for the next Rotary year. For good cause, the Board may designate another date for the Annual Meeting provided it is held before 1 June, and members are given at least thirty (30) day notice of the date.

Section 2 – Regular meetings. The regular meetings of this club shall be held Thursdays at noon (Luncheon Meeting) and 5:30 pm (Happy Hour Meeting). Reasonable notice of any change or cancellation of the regular meeting(s) will be given to all club members via email.

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

Section 4 – Regular meetings of the Board shall be held on the 3rd Thursday of each month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, twenty-four (24) hour notice by email having been given. For any month with five (5) Thursdays, the 5th Thursday may be designated as a forum for members only.

Section 5 – A majority of the directors shall constitute a quorum of the Board.

Article 6: Dues

Section 1 – The admission fee shall be \$50.00 paid before the applicant can qualify as a member. Before being considered for membership, all prospective new members must attend at least two meetings as a guest.

Section 2 – The membership dues shall be payable quarterly. Dues payable are determined annually by District 7600 and Rotary International and include RI per capita dues, a subscription to The Rotarian magazine, district per capita dues, club fees, and any other Rotary or District per capita assessments. In addition to dues, each member attending the noon meeting will be billed a meal cost multiplied by the number of weeks in the billing period. Meal costs are payable whether the member is in attendance at the weekly meeting or not.

Article 7: Method of Voting

The business of this club is conducted by voice vote or a show of hands. The Board or a majority quorum of members present may determine that a specific resolution be considered by ballot rather than by voice vote or a show of hands. Electronic voting via email is permissible for all business.

Article 8: Five Avenues of Service; Object of Rotary

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 Five Avenues of Service.

This Club is dedicated to the Object of Rotary which is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

FIRST: The development of acquaintance as an opportunity for service;

SECOND: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

THIRD: The application of the ideal of service in each Rotarian's personal, business, and community life;

FOURTH: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service;

FIFTH: The fostering, encouragement, and inclusion of youth with an opportunity for service.

Article 9: Committees

Section 1 – Club committees are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. The president-elect is responsible for appointing committee chairs. Chairs will recruit committee members and conduct planning meetings prior to the start of the year in office. Examples of committees:

- Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Service:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

Section 2 – The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

A detailed description of the current club committees can be found in the Rotary Club of Farmville Member Guide and will be updated as needed by a vote of the Board.

Article 10: 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 refer to appropriate RI materials. Service project committees will consider vocational service, community service, international service, and youth service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. The Board shall ensure that the club maintains written descriptions of the goals and responsibilities of each committee, and each committee chair will, as part of his or her duties each year, review the goals and responsibilities of their committee to ensure they are accurately documented for future committee members.

It is the primary responsibility of the president-elect 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 11: 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 up to one (1) year.

Upon written application to the Board, the Board may excuse a member from attendance if the aggregate of the member’s years of age plus years of membership in one or more Rotary clubs is eighty-five (85) years or more.

Article 12: 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 parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank named by the Board. The club funds shall be divided into two (2) separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two (2) other officers or directors.

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 bond to be borne by the Club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semi-annual periods extending from 1 July to 31 December and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13: Membership Categories and Elections of New Members

Section 1 – Membership Categories. The Rotary Club of Farmville may have different membership categories as created and approved by the Board of Directors including, but not limited to, Active, Organization, and Honorary. The Board of Directors may define the expectations and obligations of each membership category.

Section 2 – 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 shall be kept confidential except as otherwise provided in this procedure.

Section 3 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution. The Board shall assign each proposed member with a classification consistent with his or her primary occupation.

Section 4 – The Board shall approve or disapprove the proposal within sixty (60) days of its submission and shall notify the proposer, through the club secretary, of its decision. If no written objection (stating reasons) to the proposal is received by the Board from any member (other than honorary) of the club within seven (7) days following the calling of the prospective member's name twice to the membership, that person, upon payment of the admission fee (if not honorary membership) as prescribed in these by-laws, shall be considered to be elected to membership.

If any such objection (with written reasons) 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 5 – 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 6 – Following the election, the President shall arrange for the new member's induction, membership card, and new-member Rotary literature. In addition, the President or secretary will report the new member information to RI, and the sponsor will assist with the new member's assimilation to the club.

Section 7 – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 14: Attendance and Engagement of Members

Section 1 – General Provisions. Each member should attend this club's regular meetings, engage in the club's service projects, and participate in other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or uses an online connection (Zoom) for at least sixty (60) percent of the meeting or is present and called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable or makes up for an absence in any of the ways described in this article, Section 4 – Make-up Policy.

Section 2 – Excused and Extended Absences. A member's absence shall be excused if:

- a. The absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reason which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve (12) months. However, if the leave is for a medical reason or for the birth, adoption, or foster care of a child or to serve as a caretaker for a family member that extends for more than twelve months, such leave may be renewed by the Board for a period of time beyond the original twelve (12) months.
- b. The aggregate of the member's years of age and years of membership in one or more clubs is eighty-five (85) years or more, the member has been a member of one or more clubs for at least twenty (20) years, and the member has notified the club secretary in writing of the member's desire to be excused from attendance, therein the Board has approved the member's request.
- c. The excused member is still responsible for paying the club dues as invoiced. These dues may be reduced by the Board if they include meal costs or other fees not required by these by-laws.

Section 3 – Attendance Records. When a member whose absences are excused under the provision of subsection 2 (a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 2 (a) attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Section 4 – Make-Up Policy. If a member misses a regular club meeting, they may make up their absence in a variety of ways: by participating in a club service project; by volunteering for another service organization; by reading The Rotarian magazine for thirty (30) minutes or more; and/or participating in any other Board approved activity. (See additional ways identified in the Rotary Club of Farmville Member Guide.)

Article 15: Duration of Membership

Section 1 – Duration. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 – Automatic Termination.

- a. Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
 - (1) The Board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
 - (2) The Board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- b. How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership under the same or another classification. A second admission fee shall not be required.
- c. Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board. However, the Board may extend an honorary membership for an additional period. The Board may revoke an honorary membership at any time.

Section 3 – Termination for Non-payment of Dues.

- a. Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate subject to the discretion of the Board.
- b. Reinstatement. The Board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club.

Section 4 – Termination for Non-attendance.

- a. Attendance Percentages. A member must:

- (1) Attend or make up at least sixty (60) percent of the club's regular meetings in each half of the year;
- (2) Attend at least thirty (30) percent of the club's regular meetings in each half of the year. If a member fails to attend as required, either in person or online, the member's membership shall be subject to termination unless the Board consents to such non-attendance for good cause.

- b. Consecutive Absences. Unless otherwise excused by the Board for good and sufficient reason (Article 14), each member who fails to attend or make up four (4) consecutive regular meetings shall be informed by the Board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the Board by a majority vote may terminate the member's membership.

Section 5 – Termination Other Causes.

- a. Good Cause. The Board may terminate the membership of any member who ceases to have met the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the Board members at a meeting called for that purpose.
- b. Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days written notice of such pending action and an opportunity to submit a written answer to the Board. Notice shall be by personal delivery or by registered letter to the member's last known address. The member shall have the right to appear before the Board to state the member's case.

Section 6 – Right to Appeal, Mediate or Arbitrate Termination.

- a. Notice. Within seven (7) days after the date of the Board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club.
- b. Date for Hearing of Appeal. In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- c. Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

Section 7 – Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 – Resignation. The resignation of any member from this club shall be in writing (written or email) and addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 – Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

Article 16: Resolutions

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

Article 17: Order of Business

- I. Meeting called to order
- II. Pledge of Allegiance
- III. Prayer/Moment of Reflection
- IV. Introduction of visitors
- V. Correspondence, announcements, and Rotary Information
- VI. Committee reports if any
- VII. Any unfinished business
- VIII. Any new business
- IX. Lunch
- X. Address/Program
- XI. Happy Dollars
- XII. Queen's Prize
- XIII. Four Way Test
- XIV. Adjournment

NOTE: The Happy Hour meeting (5:30 pm) is more casual, relaxed, and flexible with the order of business. Business is conducted but not necessarily in the order of the more formal luncheon meeting.

Article 18: Amendments

These by-laws 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 distributed to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and by-laws of Rotary International.

Adopted: June 20, 2024