

# Bylaws of the Rotary Club of Beckley, West Virginia

## Article 1 Definitions

- Board: The club's board of directors
- Director: A member of the club's board of directors
- Member: A member of the club, other than an honorary member
- 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
- RI: Rotary International
- Year: The 12-month period that begins on 1 July

## Article 2 Governance

**Section 1 – Governing Body.** The governing body of this club is its Board of Directors (Board).

**Section 2 – Constitution.** This club has adopted the standard constitution as required by RI. The club constitution takes precedent over these bylaws. Authority granted in the constitution to deviate from standard membership, meeting and attendance requirements has been incorporated into these bylaws where applicable.

**Section 3 – Officers.** The club officers shall be a president, immediate past president, president-elect, secretary and treasurer, all of which will be members of the Board. The club officers shall also include up to two sergeants-at-arms.

**Section 4 – Other Directors.** The chairs of the club's standing committees specified in article 8, the president-nominee, the chair of the After Hours group, and up to two additional members appointed by the President will be members of the Board.

**Section 5 – Rotation of Officers.** The best interests of the club are served by observing the principle of rotation in office. This includes membership on the board of directors and chairmanship of committees as well as the offices of president, secretary, and treasurer.

## Article 3 Officer Elections and Terms of Office

**Section 1 – President.** In September of each year, the secretary will publish a notice inviting members to nominate candidates for president-nominee.

**Section 2 – Election of President-nominee.** During the month of November, the Board, acting as Nominating Committee, will review all nominated president-nominee candidates and conduct a vote. The candidate for president-nominee who receives a majority of the votes for that office is declared the nominee for that office.

**Section 3 – Officers other than President.** The president-elect will prepare a list of proposed officers to be considered by the Board to serve during the president-elect's term of office. The list will be presented to the Board for endorsement at the same meeting during which candidates for president-nominee are being considered. If the Board fails to approve the officers other than President proposed

by the President-elect, the President-elect will nominate alternative candidates and the Board will again vote on the nominee(s).

**Section 4 – Annual Meeting for the Election of Officers.** The annual meeting for the election of officers will be held in December each year during which the proposed slate of officers for the upcoming year will be presented. A simple majority vote of those present will elect the slate proposed by the nominating committee.

**Section 5 – Vacated Positions.** If any officer or Board member or any officer-elect or director-elect vacates their position, the President, with consent of the Board, will appoint a member to fill the vacancy for the remainder of the unexpired term.

**Section 6 – Terms.** Officers and directors shall serve for a term of one year, but may be appointed/elected for succeeding terms.

#### **Article 4 Duties of Officers**

**Section 1 – President.** The president presides at club and Board meetings, establishes clear goals for their term that are consistent with the RI strategic plan and RI presidential goals; and performs other duties as ordinarily pertains to the Office of President.

**Section 2 – Immediate Past President.** The immediate past president serves as a director on the Board.

**Section 3 – President-elect.** The president-elect presides at club and Board meetings when the president is absent, prepares for his or her year in office and serves as a director.

**Section 4 – President-nominee.** The president nominee prepares for his or her year in office and serves as a director.

**Section 5 – Secretary.** The secretary keeps membership and attendance records, makes timely membership reports to RI, issues membership cards, reports incoming officers to RI not later than February 1<sup>st</sup> of each year, and handles club correspondence.

**Section 6 – Treasurer.** The treasurer oversees all funds and provides an annual accounting of them.

**Section 7 – Sergeant-at-Arms.** The sergeants-at-arms ensure meeting rooms are prepared for each meeting, attendance of members is properly recorded, and maintains order in club meetings.

#### **Article 5 Meetings**

**Section 1 – Regular meetings.** Regular meetings of this club shall be held on Tuesday at 12:00 noon. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club.

**Section 2 – After Hours meetings.** After Hours meetings shall be held as decided by After Hours members and will include at least two meetings each month.

**Section 3 – Board meetings.** Board meetings are held each month at a time and place determined by

the president. Special meetings of the Board are called with reasonable notice by the president or upon the request of at least two directors, with notice given to all directors.

**Section 4 – Annual Meeting.** An annual meeting for this club (to be designated as “the Annual Meeting”) shall be held on the first Tuesday of December each year, at which time the election of the President-nominee is conducted.

**Section 5 – Club Assembly.** A club assembly will be held in the first Tuesday of February each year during which the club officers and chairs will confer with the membership on the programs and activities of the club planned for the coming year.

**Section 6 – Installation Meeting.** In late June of each year, a special meeting will be called during which the outgoing president will report on the accomplishments of the previous year, recognize Rotarians that were instrumental in achieving those accomplishments and herald the Installation of the incoming club president. The incoming President will introduce to the membership and guests the officers and directors who have been elected to serve for the upcoming Rotary year.

**Section 7 – Visitors and Guests.** Members are encouraged to bring visitors and guests to regular club meetings so that non-Rotarian members of the community may be better informed about the function of the club and its aims and objects. University and high school student guests are particularly encouraged.

## **Article 6 Dues and Fees**

**Section 1 – Admission fee.** There will be no admission fee required of nominees to or applicants for membership to this club.

**Section 2. Dues.** Membership dues shall be established by the board to include all dues of RI (including the mandatory Rotarian magazine subscription), District 7550, and this club and are subject to periodic increases. Collection of member dues for the year shall be divided into two (2) semiannual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and subscriptions for the official RI magazine (the Rotarian) shall occur on July 1<sup>st</sup> and January 1<sup>st</sup> of each year, based on active club membership on those dates.

**Section 3 – Meal costs.** Members are billed a fee to recover the cost of meals served at all regular meetings they and their guests attend, unless otherwise specified in these bylaws.

**Section 4 – Billing and payment.** Members are billed quarterly and are expected to forward payment for all bills received within 15 days of receipt.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands, unless a member requests a paper ballot. At times, the Board may determine that a particular resolution or issue be decided by paper ballot rather than by voice vote.

## **Article 8 Committees**

**Section 1 – Standing Committees.** The following are the standing committees of the club:

- (a) *Club Administration.* Chaired by the President and consisting of the officers of the club, this committee is charged to develop and implement administrative activities

associated with the effective operation of the club; to recommend revisions and upgrades to club policies and bylaws; and to maintain relationships with state and federal agencies in sustaining consistency and good standing with RI and key government agencies.

- (b) *Membership*. Charged with development and implementation of a comprehensive plan for the recruitment and retention of members with particular focus on:
  - (1) Endeavoring to reflect the community with regard to professional and business classification, gender, age, religion, and ethnicity.
  - (2) Attracting young business professionals to our club.
- (c) *Program*. Charged with arranging and coordinating support program events of our club keeping in mind the following requirements from the RI Code of Policies:
  - (a) to periodically hold regular meetings exclusively for imparting Rotary information, Rotary education, and leadership training to their members, and
  - (b) present at least two meeting programs during each Rotary year, one of which should occur during the month of November, on the purpose, programs and fund development activities of The Rotary Foundation.
  - (c) Endeavor to include relevant programs during the following designated Rotary special observance periods:
    - August: Membership and New Club Development Month
    - September: Basic Education and Literacy Month
    - October: Economic and Community Development Month
    - Week that includes October 7<sup>th</sup>: Rotary Alumni Reconnect Week
    - Week that includes November 5<sup>th</sup>: World Interact Week
    - November: Rotary Foundation Month
    - December: Disease Prevention and Treatment Month
    - January: Vocational Service Month
    - February: Peace and Conflict Prevention Resolution Month
    - March: Water and Sanitation Month
    - Week that includes March 13<sup>th</sup>: World Rotaract
    - April: Maternal and Child Health Month
    - May: Youth Service Month
    - June: Rotary Fellowships Month
- (d) *Public Image*. Charged with designing and implementing a strategy to provide the general public with information about Rotary, its programs and service projects, and this club's activities within the community. Administers the club website and other social media mechanisms through which the club communicates to the general public.
- (e) *Rotary Foundation*. Charge with designing, implementing and monitoring initiatives to support the Rotary Foundation through increased financial contributions, expansion of sustaining memberships within the club, and regional coordination and cooperation in Rotary Foundation initiatives. Supports the Service Projects Committee in coordinating RI and District grant applications as required.
- (f) *Community Service*. Charged with identifying, implementing, overseeing, and seeking sources of funding for service projects undertaken by the club. Works closely with the Public Image Committee to ensure the service projects undertaken by our club are appropriately publicized and with the Rotary Foundation Committee in the case of Rotary funded grants.

**Section 2 — Committee membership.** The president-elect is responsible for soliciting members to

serve on individual committees, appointing new committee members to fill vacancies, appointing committee chairs, and conducting appropriate planning meetings prior to the start of his or her year in office. The president is an ex officio member of all committees and, as such, has all the privileges of membership.

**Section 3 - *Committee Chairs.*** Committee chairs serve at the pleasure of the President. Normally their appointment is expected to cover at least three years to provide adequate continuity of committee operations. Each committee's chair is responsible to set clear expectations and promote engagement and participation by all committee members; to proactively work in support of club goals set by the president; to coordinate the regular meetings and activities of their committee, to supervise and coordinate the work of the committee, and to report to the Board on all committee activities.

**Section 4 — *Committee members.*** Committee members are expected to play an active role in the activities of their committee.

## **Article 9 Finances**

**Section 1 — *Annual budget.*** Before each fiscal year starts, the board will prepare an annual budget of estimated income and expenditures.

**Section 2 — *Accounts.*** The treasurer deposits club funds in a financial institution or institutions designated by the board. Two accounts are maintained: one for club operations and one for charitable activities, the latter being a 501(c)(3) account. Monthly statements are reconciled by the Treasurer and reviewed by the Club President.

**Section 3 — *Bill payment.*** Bills are paid by check. Two signatures are required on each check from among the President, President-elect, Treasurer and Secretary.

**Section 4 - *Financial statements.*** Financial statements are prepared monthly by the treasurer and reviewed and approved by the Board. Members may request copies of the current financial statement at any time.

**Section 5 — *Annual financial review.*** The Board ensures a qualified person conducts an annual review of all financial transactions and reports the results of that review to the Board in writing.

**Section 6 — *Fiscal year.*** The club fiscal year is from 1 July to 30 June.

## **Article 10 Election of Members**

**Section 1 — *Candidates for membership.*** A member (or another club in the case of transferring members) proposes a candidate for membership by submitting the name in writing to the secretary. The secretary subsequently notifies the Board of the nomination.

**Section 2 — *Board action.*** The board, on receipt of the nomination, shall determine that the proposed candidate meets all classification and membership requirements of the Rotary Club Constitution and then, through the secretary, notifies the membership of the nomination. Following a seven (7) day waiting period in which the membership is able to communicate any concerns regarding the nominee to the board, the board shall approve/disapprove the proposal and the secretary shall notify the person (or club) who proposed the new member of the Board's decision.

**Section 3 – Invitation to membership.** If the board approves the candidate’s membership, the prospective member is informed of the purposes of Rotary and the privileges and responsibilities of membership, invited to complete a “Membership Proposal Form,” and requested to begin attending regular weekly meetings of the club as a member-elect.

**Section 4 – Induction.** Following the election and after having attended three activities of the club (meetings or service projects), the President shall arrange for the new member’s induction, membership card, and new member literature packet. In addition, the club secretary will report the new member information to RI, and the president will assign a club member as mentor to assist with the new member’s assimilation into the club and prospective assignment to a club committee, project or function of special interest.

## **Article 11 Expectations of Members**

**Section 1 – General.** Membership in this club is granted to individuals who believe in the ideals of Rotary, are a worthy representative of their vocation, are willing to do their share in translating these ideals into action and agree to obey this club’s constitution and bylaws.

**Section 2 – Participation in activities.** Each member is expected to attend club meetings regularly and engage in this club’s service projects to the best of their ability. As a general rule, active membership should include at least one meeting each month, at least 40% of the club’s annual meetings and participation in at least one service project annually. A member shall be counted as attending a regular meeting if the member is present in person for at least 60 percent of the meeting, or is present and is called away unexpectedly or makes up for an absence in one of the ways outlined in the club constitution.

**Section 3 – Financial support.** Members are expected to pay club billings within 15 days of receipt. They are also encouraged to support club and Rotary Foundation fundraising initiatives to the best of their ability.

## **Article 12 Special Categories of Membership**

**Section 1 – Honorary Membership.** The Beckley Rotary Club may elect, in accordance with the Club Constitution, designated “honorary members” to be proposed by the Board. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary’s cause may be elected to honorary membership in this 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 be entitled to attend all meetings and enjoy all the other privileges of this club.

**Section 2 – Family Membership.** Spouses or other adult family members of Beckley Rotary Club members may be elected as “family members” of this Club. Such “family members” are expected to contribute by participating in at least two Club service projects annually. Their annual dues will be limited to only the currently applicable District and Rotary International membership fees. They are welcome to attend Club meetings at their discretion. The sponsoring Club member will be billed the associated meal cost for any meetings attended by family members over the one weekly meal included in their normal club charges (e.g., if the sponsoring member and spouse attend a meeting, the sponsoring member will be billed for an additional meal – if the spouse attends without the sponsoring member, there is no additional charge since the meal consumed is covered by sponsoring members normal club fees).

**Section 3 – Young Professional Membership.** Recognizing the financial constraints on young executives as well as the Beckley Rotary Club’s desire to attract such youth into our Club, a special category of membership has been established for young executives between the ages of 25 and 35 years of age. Individuals qualifying for this membership category will be charged half price for currently applicable District and Rotary International membership fees (the Club will cover the remainder of these fees). They will also be billed only the associated meal cost for any meetings attended during their period of eligibility. Once these executives reach the age of 35, their membership and charges will be in accordance with regular membership requirements outlined above. Rotarians using this category of membership are expected to be active in club meetings and service projects throughout the year.

**Section 4 - Corporate Membership:** Corporations may register a membership in this Club. Up to five employees from the Company may represent the Company in its membership, one of which must be the CEO, President, Owner, Managing Member, or Managing Partner ("the Head").<sup>1</sup> All individuals so registered will be considered members of this club. The Company will be charged for the followings:

- Annual dues for each member registered
- One meal cost for each meeting
- Additional meal costs for each member over one that attends any meeting in which a meal cost applies.

The Company will collectively have the same attendance requirements as an individual member, which can be met by any one of the registered individuals attending.

**Section 5 – Rule of 85 Membership:** Article 12, Section 3(b) of the Club Constitution provides for a special membership category for those members who:

- Have been a member of one or more clubs for at least 20 years,
- Have a combined aggregate of their years of age and years of membership in one or more clubs of 85 years or more, and
- Have notified the club secretary in writing of the member's desire to become a Rule of 85 member.

Members in this category, once approved by the Board, are excused from attendance requirements and will be billed only for meals at meetings they actually attend. All other costs of membership still apply.

**Section 6 – After Hours Membership.** Individuals who, because of work, family obligation, financial limitations or other circumstances over an extended period of time, cannot participate in the club’s traditional luncheon meetings, may request membership in this club as an After Hours member. Such members:

- Will meet regularly at least twice monthly.
- Will have all rights and responsibilities of membership except that they may not hold office in the club nor vote in the election of club officers.
- Will be expected to revert to regular membership when the circumstances that prevented them from regular membership no longer exist.

---

<sup>1</sup> If a Company’s Head is already a Rotarian or if no Head works in the Beckley area, this requirement is waived. Companies desiring to have more than five of their employees participate, may purchase multiple Corporate memberships.

### **Section 7 -- Leave of Absences**

Attendance at regular Rotary meetings is an integral part of Rotary membership. Making up at other Rotary clubs enriches the clubs and the individual Rotarian. Leaves of absences should not be granted automatically; but should be granted for limited time periods and in unique situations. Members should be encouraged to make up in person or with an e-Rotary club.

A leave of absence is granted by a majority vote of the Board, for a specific period of time and only to a member who has no outstanding debts to the club. The Board shall consider the following factors in deciding whether to grant a leave of absence:

- whether the member has been an active member of the club;
- whether the member has been granted prior leaves of absence;
- whether the member is physically out of the area;
- whether the member has a physical condition that prevents the Rotarian from working; and
- whether the member can make-up at other clubs.

A member who is granted a leave of absence is:

- responsible for dues, but not meals, during the time of the leave;
- not entitled to perfect attendance records; and
- treated as a Rotarian not attending for purpose of district attendance statistics.

### **Article 13 Resolutions**

The Beckley Rotary 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 regular club meeting, shall be referred to the Board for consideration without discussion.

### **Article 14 Order of Business**

In lieu of procedure at "called" special meetings of the Board or general membership, the Order of Business stands as follows:

- Call to Order
- Introduction of invited guests and visitors
- Announcements, information, correspondence or other items of special interest to the membership
- Unfinished business from previous sessions
- New business or other special agenda items
- Adjournment

### **Article 15 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

***Approved by the membership at the club meeting of September 14<sup>th</sup>, 2021.***