

**By-laws of the Rotary Club of
Dulles International Airport**

Article 1 Definitions

1. Board: The Board of Directors of this Club.
2. Director: An elected or appointed member of this Club's Board of Directors.
3. Officer: An elected member of this Club's Board of Directors who holds the office of President, President-Elect, Secretary, Treasurer or Sergeant-at-Arms.
4. Member: A member, other than an honorary member, of this Club.
5. Club: Rotary Club of Dulles International Airport.
6. RI: Rotary International.
7. Club Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this Club shall be the Board consisting of 8 members of this Club, namely, the President, immediate Past President, President-Elect (or President-nominee, if no successor has been elected), Secretary, Treasurer, Sergeant-at-Arms, the Rotary Foundation Representative and the President of the Dulles Foundation Club. The Rotary Foundation representative and the President of the Dulles Foundation Club are ex-officio members of the Board with full rights and privileges thereof. At the discretion of the Board, additional directors can be elected in accordance with Article 3, Section 1 of these by-laws.

Article 3 Election of Officers and Directors

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, Sergeant-at-arms, and directors. The nominations may be presented by a nominating committee or by members from the floor. If it is determined to use a nominating committee, such committee shall be appointed as the Board may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President, Secretary, Treasurer, and Sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The candidate for President elected in such balloting shall be the President-nominee. The President-nominee shall take the title of President-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the President-elect shall assume office as President. The Rotary Foundation Representative is appointed by the President and approved by the Board.

Section 2 – The officers and directors shall constitute the Board.

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

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

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 – *Immediate Past President.* It shall be the duty of the immediate past President to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – *President-Elect.* It shall be the duty of the President-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 4 – *Secretary.* It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which 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; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; and perform other duties as usually pertain to the office of Secretary.

Section 5 – *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon retirement from office, the retiring Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 6 – *Sergeant-at-Arms.* The duties of the Sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board, to include but not limited to, maintaining decorum at all meetings, collecting late fees and such other fees as prescribed by the Board.

Section 7 – *Rotary Foundation Representative.* It shall be the duty of the Rotary Foundation Representative to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 8 – *President of the Dulles Foundation Club.* It shall be the duty of the President of the Dulles Foundation Club to serve as a director and to perform such other duties as may be prescribed by the President or the Board, to include but not limited to, serving as liaison between the Club and the Dulles Foundation Club.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held on a date in November or December in each year to be set by the Board, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this Club shall be held at a time and place to be determined by the Board. Due notice of any changes in or canceling of a regular meeting shall be given to all members of the Club in a timely manner. All members, excepting an honorary member (or member excused pursuant to the standard Rotary Club constitution), in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member’s being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as otherwise provided in the standard Rotary Club constitution, article 9, sections 1 and 2.

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

Section 4 – Meetings of the Board shall be held at a time and place to be determined by the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given. Board meetings may be rescheduled by majority vote of the members of the Board but it is intended that Board meetings will be held monthly.

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

Article 6 Fees and Dues

The membership dues for Rotary International and District 7610 are payable in US Dollars on July 1. Club membership dues shall be set by the Board on a per annum basis, payable in US Dollars quarterly by the first day of July, October, January, and April.

Article 7 Method of Voting

The business of this Club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Avenues of Service

The 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 New Generations Service. This Club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. The President-Elect, President, and immediate past President should 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 chairs, and conducting planning meetings prior to the start of his or her year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees shall be established by the Board and should be one of the following:

Section 1 – Fundraising. This committee will plan and oversee all fundraising activities for the Club. Subcommittees should be established for major fundraising events. Past examples have been the Opportunities Open Golf Tournament, Bluegrass Festival, and Wine Dinner.

Section 2 – Membership. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Section 3 – Outreach and Communications. This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities. This committee should provide outreach to New Generation, other Rotary Clubs, community organizations, and community leaders, and other organizations and individuals as determined by the Board.

Section 4 – Service Projects. This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. Proposed projects will be presented to the Board for approval prior to implementation. This committee should nominate project leads, provide oversight and support, and report to the Board on the progress of each project.

Section 5 – Programs. This committee should arrange for speakers and other activities at meetings as directed by the Board.

Section 6 – The Rotary Foundation. This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Section 7 – Ad Hoc committees. Ad hoc committees may be established by the Board as needed.

Section 8

(a) The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these by-laws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

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 reference appropriate RI materials and the Avenues of Service 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. It shall be 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, leave of absence may be granted excusing a member from attending the meetings of the Club for no longer than twelve (12) months.

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 consist of two parts: one in respect of Club operations, to include a contingency reserve, and one in respect of charitable/service operations, to include a contingency reserve.

Section 2 – The Treasurer shall deposit all Club funds in a bank, named by the Board.

Section 3 – All bills shall be paid by the Treasurer or other authorized officer.

Section 4 – No member shall obligate the Club to any actions nor commit any funds of the Club without approval of the Board.

Section 5 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 6 – The fiscal year of this Club shall extend from 1 July to 30 June.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Club Secretary. The proposed member must have attended at least three general meetings prior to submitting an application for membership. 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 2 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee, if any, (if not honorary membership), as prescribed in these by-laws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the President shall arrange for the 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 President will assign a member to assist with the new member's assimilation to the Club as well as assign the new member to a Club project or function.

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

Article 14 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 15 Communications

Communications to members for purposed described in these by-laws shall be primarily by electronic means, to include, but not limited to, email, text messaging, and posting of materials on the Club website. Communication to members may also include verbal means and postal service.

Article 16 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 sent 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 RI.

Article 17 Effective Date

These by-laws supersede all previous versions.

We the undersigned officers and directors of the club, hereby certify that the foregoing by-laws were adopted as amended by the members of the Rotary Club of Dulles International Airport, on the 4th of August, 2017.

David Evans
President

Debra Bailey
Treasurer

David Humphries
Immediate Past President

John Ohrnberger
Sergeant-at-Arms

Annette Gutmiedl
President-Elect

Johnny Chapman
Rotary Foundation Representative

Lorie Grooms
Secretary

James Church
President of the Dulles Foundation Club