



By-Laws of the Rotary Club of Blacksburg, Virginia, 2011 amended 06/2020

Article I - Board of Directors

The governing body of this club shall be the Board of Directors consisting of 12 members of this club, namely, the President, President-Elect, President-Nominee, Past President(ex-officio), Secretary, Treasurer, and 6 Directors (3 elected each year) all elected in accordance with article II, section 1, of these by-laws.

Article II - Election of Directors and Officers

Section 1 - At a regular meeting, at least 45 days before the annual meeting, the President shall announce the appointment of a nominating committee, composed of at least three members to include the immediate past President and chaired by the President-Elect. At a regular meeting, at least 30 days prior to the annual meeting, the nominating committee shall recommend to the membership the names of one or more candidates for each upcoming vacancies on next year's Board of Directors to include President-Nominee, Secretary, and Treasurer as defined in Article I. At this meeting nominations may also be made from the floor. All nominations shall be voted on at the annual meeting. Candidates receiving the highest number of votes shall be elected.

Section 2 - The term of office for the Secretary and Treasurer shall be one year. At the request of the secretary and/or treasurer, the board may appoint an Assistant Secretary and/or an Assistant Treasurer as an ex-officio member of the board.

Section 3 - To assure continuity, the terms of office for the remaining Directors shall be for two years with the exception of the President-Nominee. The President-nominee shall progress through the offices of President-Nominee, President-Elect, President, and Past President, each office having a term of office of one year.

Section 4 - A vacancy in the current Board of Directors or any office shall be filled by action of the remaining members of the current Board.

Section 5 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors.

Article III - Duties of Officers

Section 1 - PRESIDENT - It shall be the duty of the President to serve as the presiding officer at all meetings of the club and board and to perform such other duties as ordinarily pertain to his/her office. The club pays the dues of the President.

Section 2 - PRESIDENT-ELECT - It shall be the duty of the President-elect to serve as a member of the board of directors of the club, to preside in the absence of the President, to organize the club for the upcoming year, and to perform such other duties as may be prescribed by the President or the board.

Section 3 - PRESIDENT-NOMINEE - It shall be the duty of the President-nominee to preside at meetings of the club and board in the absence of the President and President Elect and to perform such other duties as ordinarily pertain to his/her office.

Section 4 – PAST PRESIDENT – It shall be the duty of the past President to provide continuity to the board. The Past President is an ex-officio member of the board.

Section 5 - SECRETARY - It shall be the duty of the Secretary to keep records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, the monthly report of attendance at the club meetings which shall be made to the District Governor immediately following the last meeting of the month and to maintain accurate membership data on club, district and

international websites, and perform such other duties as usually pertain to his/her office. The club pays the dues of the Secretary.

Section 6 -TREASURER - It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the President all funds, books of accounts or any other club property in his/her possession. The club pays the dues of the Treasurer.

Section 7 - SERGEANT-AT-ARMS - The duties of the Sergeant-at-Arms shall be such as are usually prescribed for his/her office and such other duties as may be prescribed by the President or the board. The term of is one year.

Article IV - Meetings

Section 1 - An annual meeting of this club shall be held each year at the first meeting in December, at which time the election of officers and directors to serve for their respective terms shall take place in accordance with Article II, Section 2.

Section 2 - The regular weekly meetings of this club shall be held Thursday Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the Board of Directors of this club 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 60 percent of the time devoted to the regular meeting, either at this club, at a Club approved makeup function, or at any other Rotary club.

Section 3 - One-third of the membership shall constitute a quorum at the annual and special meetings of this club.

Section 4 - Regular meetings of the board shall be held monthly. Special meetings of the board shall be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given to all members of the Board. The board can vote on issues by email that arises between regular board meetings or in cases when a quorum cannot be present.

Section 5 - A majority of the board members shall constitute a quorum of the board.

Article V - Fees and Dues

Section 1 - The admission fee shall be \$40.00, or an amount approved by the board of directors, to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be an amount approved by the board of directors, payable quarterly in July, October, January, and April. Dues shall include each member's subscription to the Rotarian magazine. Dues for members on leave shall be one half the membership dues. Any dues changes shall be made 30 days prior to the beginning of the Rotary year and announced to the club no later than June 15th.

Article VI - Method of Voting

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot when there is more than one nominee for any position.

Article VII - Club Structure

The Club structure shall follow the Rotary International Club Leadership Plan.

Article VIII - Committees

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Section 1 - All committees shall report through a director or officer. Committees shall be chosen by the President and the Board and consist of a Chair/Co-Chair and at least two other members.

Section 2 - The President shall be ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - Each committee shall transact such business as is delegated to it in the By-Laws and such additional business as may be transferred 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 to the Board and approved by the Board.

Section 4 - Should the President deem it necessary, he/she may appoint ad hoc committees to deal with the functions of the club.

Article IX - 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 a specified length of time. In only exceptional cases will a leave of absence be granted for more than one year.

ARTICLE X - Finance

Section 1 - The Treasurer shall deposit all funds of the club in financial institutions to be named by the board.

Section 2 - All bills shall be paid in a timely and documented manner by authorization of the treasurer. The financial records of the club will be reviewed annually by a special committee appointed by the President and composed of non-board members.

Section 3 - The fiscal year of this club shall extend from July 1st to June 30th and for the collection of members' dues shall be divided into quarterly payments due in July, October, January and April. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 4 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated expenditures and income 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.

Section 5- Local Foundation Funds. Affairs of the Foundation of the Rotary Club of Blacksburg shall be administered by the board of directors of the Rotary Club of Blacksburg. Foundation funds shall be maintained in a separate account and disbursed only as approved by a vote of the board of directors having met the requirements of IRS 501(C)(3). An annual report of Foundation receipts and expenditures shall be distributed to the club members at the first meeting in December for the previous year ending June 30.

Article XI - Method of Electing Members

Section 1 - Active members:

(1) The name of a prospective member, proposed by an active member of the club and submitted to the club secretary.

(2) The Secretary shall request the classification committee to consider the proposed member from the standpoint of classification, and shall request the membership committee to investigate on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(3) The Board shall consider and approve or disapprove the recommendations of the classification and membership committees and shall announce the proposed member to the club. If any objection has been filed with the secretary concerning a potential member, the board shall consider the same at any regular or special meeting of the board. The board shall ballot on the proposed member and may accept that individual as a member of the club

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with a positive vote by the majority of the board present.

(4) If no written objection to the proposal, stating reasons, is received by the secretary from any member of the club within seven (7) days following publication of the name of the prospective member, the secretary shall notify the proposer and send a formal letter inviting the proposed member to join the club following orientation. The secretary notifies the orientation committee that the proposed member is ready for orientation.

(5) The Orientation Committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit a club personal information sheet should he/she wish to join.

(6) The member shall be formally introduced as a new member at a regular meeting of the club. Following the member's induction, the club secretary shall report his/her name to the General Secretary of Rotary International, the District Governor, Assistant District Governor, and the Treasurer.

(7) Members of other Rotary Clubs may become members of the Rotary Club of Blacksburg by being nominated by their old club and being approved by the Board of Directors of this club. They are required to attend Orientation prior to induction but do not have to be announced to the club.

Section 2 - ACTIVE AND HONORARY MEMBERS: The name of a proposed candidate for Honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of any active member, provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section I of this Article and proceed to ballot on the proposed member.

Section 3 - CORPORATE AND ASSOCIATE MEMBERS: Corporate Membership. The intent of the corporate membership category is to increase the club's ability to attract and retain a qualified and diverse professional base within the community. One business partner joins and pays full dues, including meal costs. He or she can name another employee to be a member of the club where they only pay RI and District dues. In this structure, both are Rotary members, and can attend the meetings, join in service projects and serve on committees and in leadership. If the employee attends at the same time as the boss, one is charged for the meal. This structure works best with one other employee, but up three employees may be designated to attend and will be considered active Rotarians if their RI and District dues are paid in full.

Associate Membership. The idea of an associate membership is to offer Rotary at costs that young professionals can afford either by unbundling meals or bartering for the meal costs by performing a task much needed by the club, such as social media/website upkeep. If their RI and District dues are paid, an associate member is considered an active member. The Rotary Club of Blacksburg will recognize an associate member for one year then the member is expected to become a full member. The club will have no more than 5% of their membership listed as associate members.

Section 4: The Club may, from time to time and consistent with the constitution and by-laws of Rotary International, sponsor one or more Satellite Clubs ("SC"). As guidelines for any such SC's organizational structure, board and governance, membership and dues, and changes in club status and sponsorship, the Club adopts and shall rely upon the "**Satellite Club FAQ**" by Rotary International attached hereto as **Exhibit A** as same may be amended and as may be deemed in the best interests of the Club.

The President or Board of Directors of the Club shall, from time to time, invite the "Chair" or other officer of the SC Board to attend meetings of Club's Board of Directors. However, no such Chair or other officer of the SC shall have a vote. The financial bookkeeping of any such Satellite Club shall be performed by Club's Treasurer.

Article XII - Resolutions

No resolution or motion to commit this 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 XIII - Order Of Business

The order of business at the regular meeting shall include: pledge, song, prayer, introductions, announcements, program, and Four Way Test. This may be adjusted as appropriate by the presiding officer.

Article XIV - Amendments

These by-laws may be amended by a called board 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 emailed 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 club constitution and with the Constitution and By-Laws of Rotary International.

Leshi M. Haag

Secretary

10/27/2011

Candi Kelly

President

10/27/2011



Satellite Club FAQ

What is a satellite club?

Satellite clubs provide another option for creating Rotary clubs. A satellite club functions as a short-term, transitional step on the way to becoming a full, independent Rotary club.

This allows interested persons to become Rotarians without meeting the requirement of having at least 20 persons to organize a separate Rotary club. Rotarians who are absent from regular Rotary club meetings can make these up by attending satellite club meetings.

STARTING A CLUB

How does a club apply to have a satellite club?

The sponsor club president sends an [application](#) to [Club and District Support](#).

Is there a minimum or maximum number of members for a satellite club?

New satellite clubs must have at least 8 members at the time they form in order to satisfy the requirements of Article 13, Section 6(b) of the Standard Rotary Club Constitution. There is no maximum number of members.

Is there a minimum number of members for the sponsor club?

No. Clubs with fewer than 20 members can form a satellite club.

Is a satellite club sponsor the same as a new club sponsor?

No. The role and responsibilities of a new club sponsor are different.

Can a weak club convert to a satellite club and retain its charter and history?

If the members of a weak Rotary club want to become a satellite club, they must first resign their charter. They would then be free to form a satellite club and become members of the sponsor club. However, satellite clubs are not intended to strengthen weak clubs. If a club needs extra guidance and support, a district governor may assign a stronger club or a special representative to mentor the weak club.

Can Rotaract clubs be converted into satellite clubs as a transition to becoming a full Rotary club?

Yes. Some or all of the members of a Rotaract club may form or join a satellite club.

How are satellite clubs named?

Satellite clubs have the same name as the sponsor club plus a qualifier that distinguishes it from the sponsor, for example:

If the sponsor and satellite clubs meet at different times

Sponsor: Rotary Club of Bangkok North

Satellite: Rotary Satellite Club of Bangkok North Evening

If the sponsor and satellite clubs have different meeting locations

Sponsor: Rotary Club of Chicago Lakeview
Satellite: Rotary Satellite Club of Chicago Lakeview Broadway

How do satellite clubs change their names?

The sponsor or satellite club should contact [Club and District Support](#). The CDS representative will confirm the name change in writing with the sponsor club president and satellite club chair. No change will be made unless they are in agreement.

BOARD AND GOVERNANCE

Can satellite clubs create a separate board with a different set of officers from the sponsor club?

Satellite clubs set up their own board and have their own officers. However, instead of a president, a satellite club has a chair.

If there are two boards, how are disagreements handled?

The board of the sponsor club has the final authority when there are disagreements.

Does the leadership of the satellite club have a position on the sponsor club's board?

This is not required, but is highly recommended.

Can a satellite club have separate bylaws?

Yes. The satellite club determines its own bylaws in collaboration with its sponsor club.

Who decides where and when the satellite club meets?

The satellite club determines its meeting place and time in consultation with its sponsor club.

Does the satellite club meet together with the sponsor club?

The satellite club should have a separate meeting, although it may meet jointly with the sponsor club from time to time.

Can satellite clubs sponsor Interact or Rotaract clubs?

No. But if the satellite's sponsor club sponsors an Interact or Rotaract club, it may appoint a satellite club member to serve as the Rotarian contact and mentor for the Interact or Rotaract club.

Do satellite clubs need to set goals? Can they set goals in Rotary Club Central?

All clubs, including satellite clubs, are strongly encouraged to set goals to achieve success. However, Rotary Club Central can't accommodate satellite club goals at this time.

Does someone who has only served as the chair of a satellite club meet the qualifications for district governor-nominee?

No, only Rotary club presidents can be nominated for district governor. However, the district can ask the Rotary International president to waive this requirement.

MEMBERSHIP AND DUES

Are satellite club members Rotarians?

Yes, they are members of the sponsor club.

Does the sponsor club need to approve new satellite club members?

The sponsor and satellite clubs should work out a process for adding new satellite club members at the time the satellite is being formed. The sponsor club should also add that process to its bylaws. If a conflict arises with satellite club membership, the sponsor club has the final say. As members of the sponsor club, satellite club members are ultimately subject to the authority of the sponsor club's board.

Do satellite club members pay Rotary dues?

Yes. Satellite club members are Rotarians and pay the same Rotary dues as the sponsor club's members.

Do satellite clubs receive a dues invoice?

No. The satellite club members are included on the sponsor club's dues invoice.

Can a satellite club have a separate dues structure?

Yes. The satellite club determines its dues structure in collaboration with its sponsor club.

CHANGES IN CLUB STATUS AND SPONSORSHIP

How long can a satellite club exist?

Satellite clubs are intended as a temporary step on the way to becoming a full, independent Rotary club. However, there is no time limit on the life of a satellite club.

How does a satellite club apply to become a new, independent Rotary club?

The satellite club works with the sponsor club and district governor to complete Rotary's new club application.

Can a satellite club transfer to a different sponsor club?

No. The sponsor and satellite clubs are permanently linked. The satellite club would need to be terminated and the members would have to start a new satellite club with a different sponsor club.

How does a sponsor club terminate a satellite club?

The sponsor club president or secretary terminates each satellite club member as provided for in Article 15 of the Standard Rotary Club Constitution. Next, the sponsor president or secretary removes the terminated members from the sponsor club roster, either in My Rotary or by emailing Data Services (data@rotary.org). Finally, the sponsor club president notifies [Club and District Support](#). The CDS representative will confirm that the satellite club no longer has any members, request termination, and notify the sponsor club president when the process is complete.

How does a sponsor club resign?

The sponsor or satellite club should contact [Club and District Support](#). The CDS representative will confirm the resignation in writing with the sponsor club president and satellite club chair. No change will be made unless they are in agreement.

If the sponsor club is terminated, can the satellite club continue on its own?

No, the satellite club is terminated with the sponsor club.

If an existing weak club becomes a satellite club, can it revert to autonomous club status?

Satellite clubs are a new way to start a Rotary club. When a satellite club is ready, it may apply to become a full Rotary club.