



Constitution and Bylaws
of the Rotary Club of Martinsburg

Adopted 10/12/2023

Bylaws Amended 12/10/2024

For more information about the Rotary Club of Martinsburg
and Rotary International,
visit <https://www.martinsburgrotary.com/>

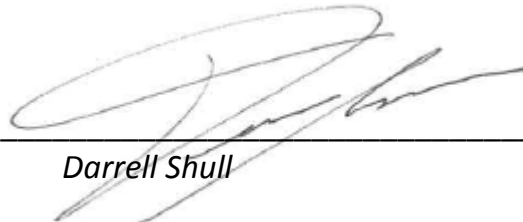
Constitution of the Rotary Club of Martinsburg

Declarations

- Section 1* This organization shall be the Rotary Club of Martinsburg (a Member of Rotary International).
- Section 2* The name of any satellite of this club shall be established by this club's board of directors.
- Section 3* The locality of this club is Holiday Inn, Martinsburg, WV 25401.
- Section 4* Any satellite club of this club shall be located in this locality or the surrounding area.
- Section 5* This club adopts, and incorporates into this constitution by reference, the Standard Rotary Club Constitution¹ as published by Rotary International and as may be amended from time to time by the Rotary International Council on Legislation.
- Section 6* Section 5 above shall only be amended in a manner consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies which are in effect at the time of amendment.

Date of adoption: 10/12/2023

Certified by the club secretary:



Darrell Shull

¹ <https://my-cms.rotary.org/en/document/standard-rotary-club-constitution>

Bylaws of the Rotary Club of Martinsburg

Article 1 Definitions

1. Board: The board of directors of this club which governs this club and any satellite club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one fourth of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

Article 2 Board

The governing body of this club is its board of directors, consisting of the president, vice president, immediate past president, president-elect, secretary, treasurer, sergeant-at-arms, nine (9) directors at large, and one (1) director representing each satellite club.

Article 3 Elections and Terms of Office

- Section 1* The nominating committee shall be chaired by the president-elect and include such additional club members as may be appointed by the president.
- Section 2* The director positions created for each satellite club shall be filled by the satellite club utilizing a method of their choice, and such choice is not subject to a vote by the Rotary Club of Martinsburg membership. The position shall continue until such time as the satellite club either becomes an independent Rotary Club or terminates, and the satellite club may designate or change the individual named to serve at any time. This section does not preclude the election or appointment of more than one member of any satellite club to any officer or director at large position authorized by Article 2 of these bylaws.
- Section 3* One month before elections, members nominate candidates for president, vice president, president elect, secretary, treasurer, and any open director positions. The nominations may be presented by the nominating committee, by members from the floor, or both. 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.

- Section 4* The candidate who receives a majority of the votes cast for each office is declared elected to that office. Newly elected officers and directors assume office on 1 July next.
- Section 5* The newly elected officers and directors shall select a club member to serve as sergeant-at-arms assuming office on 1 July next.
- Section 6* If any officer or director vacates their position, the remaining members of the board will appoint a replacement.
- Section 7* If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.
- Section 8* The terms of office for each role are:
- President: one year
 - Vice President: one year
 - Treasurer: one year
 - Secretary: one year
 - Sergeant-at-arms: one year
 - Director: three years, with one third of Directors elected each year

Article 4 Duties of the Officers

- Section 1* The president presides at club and board meetings.
- Section 2* The immediate past president serves as a director on the club board.
- Section 3* The president-elect prepares for his or her year in office and serves as a director.
- Section 4* The vice president presides at club and board meetings when the president is absent.
- Section 5* A director attends club and board meetings.
- Section 6* The secretary keeps membership records and minutes of board meetings.
- Section 7* The treasurer oversees all funds and provides an accounting of them.
- Section 8* The sergeant-at-arms maintains order in club meetings, and such other duties as may be prescribed by the president.
- Section 9* The board of directors also serves as the board of trustees of the Rotary Club of Martinsburg Charitable Foundation. Each officer shall hold the corresponding office in the governance of the foundation. The board may vote upon business of the foundation while in session as the board of this

club, with the intent that any such vote shall be binding upon the foundation.

Article 5 Meetings

- Section 1* An annual meeting of this club is held before 31 December to elect the officers and directors who will serve for the next Rotary year.
- Section 2* This club meets as follows: The regular weekly meeting shall be held on Thursday at noon. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
- Section 3* Board meetings are held each month at a time and place designated by the president. Special meetings of the board are called with reasonable notice by the president or upon the request of two officers and/or directors.

Article 6 Dues

The board shall, from time to time, establish membership levels and annual dues amounts. All dues shall be billed quarterly. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, any other Rotary or district per capita assessment, and any additional benefits as prescribed by the board. The board may prescribe differing benefits based upon membership level.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions. Satellite club methods of voting shall be determined by the members of the satellite club and ratified by the board.

Article 8 Committees

- Section 1* This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as other committees as may be established by the president.
- Section 2* The president is an ex officio member of all committees.
- 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. Club committees coordinate their efforts to achieve the club's annual and long-term goals.

Article 9 Finances

- Section 1* Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

- Section 2* The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.
- Section 3* Outgoing transactions in an amount of \$1,000 (one thousand dollars) or less are paid by the treasurer or another authorized officer. Outgoing transactions in an amount of more than \$1,000 (one thousand dollars) must be approved by two officers or directors.
- Section 4* A qualified person conducts a thorough annual review of all financial transactions.
- Section 5* Club members will receive an annual financial statement of the club after the end of the fiscal year. A mid-year financial report, with current fiscal year to date income and expenses, is presented at the annual meeting.
- Section 6* The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

- Section 1* The method of electing members is applicable to all levels of membership, including satellite club members.
- Section 2* A member of this club or another club proposes a candidate for membership to the board secretary and/or the membership committee. The application for membership shall include a signed statement of the proposed member which substantially conveys the following certification and obligations of membership:
- “I hereby certify that I am qualified for membership both by current/former position and by having a place of business or residence within the club’s territorial limits, adjoining territory, or the same city in which the club is located.*
- I understand that it will be my duty, if elected, to exemplify the Object of Rotary in all my daily contacts and activities and to abide by the constitutional documents of Rotary International and the club. I agree to pay the quarterly dues in accordance with the bylaws of the club. I hereby give permission to the club to publish my name and proposed classification to its membership.”*
- Section 3* There is no application fee for a proposed member. There is no obligation for the prospective member to pre-pay any dues which may be billed upon their acceptance to the club.
- Section 4* The board approves or rejects the candidate’s membership within 35 (thirty-five) days and notifies the proposing member of its decision.
- Section 5* If the board approves the candidate’s membership, the prospective member’s name is published to the club in an announcement of the

president at the next luncheon meeting. If there is no written objection to the proposal, stating reason, within 7 (seven) days following publication, that member shall be considered elected into membership.

Section 6 If any objection is filed with the board, the board will vote on the objection at their next board meeting. If approved despite the objection, the proposed member shall be considered elected into membership. If the objection stands, the proposer will be notified that the proposed member was turned down for membership.

Section 7 Following the election the new member will be required to attend a new member orientation.

Section 8 Within 30 (thirty) days of election of the new member, the treasurer shall invoice the new member for the quarterly amount appropriate for the assigned membership level. New member dues will be prorated as follows:

- A. Members elected within the first month of the current quarter: The member shall pay 100% of the appropriate quarterly dues.
- A. Members elected within the second month of the current quarter: The member shall pay 50% of the appropriate quarterly dues.
- A. Members elected within the last month of the current quarter: The member shall not owe dues for the current quarter and shall be billed for the upcoming quarter and pay 100% of the appropriate quarterly dues.

Article 11 Resolutions

No resolutions 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 12 Political Candidates

Individuals who have declared their candidacy for elected public office have the right to speak at the club as long as the content of their speech is not politically related. The club shall not endorse any candidate for elected public office.

Article 13 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 (twenty-one) 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

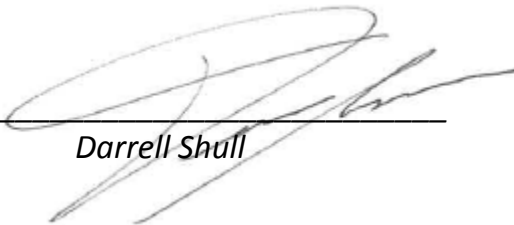
Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 14 Attendance Not Required

In accordance with the Rotary International Standard Club Constitution, this club does not require mandatory attendance at meetings and does not maintain attendance records.

Date of amendment: 12/10/2024

Certified by the club secretary:



Darrell Shull