

**BY-LAWS OF THE
RECREATIONAL VEHICLE FELLOWSHIP OF ROTARIANS, N.A., INC.**

ARTICLE I - NAME

Section 1. The name of this Corporation shall be THE RECREATIONAL VEHICLE FELLOWSHIP OF ROTARIANS, N.A., INC.

Section 2. The registered office of the Corporation shall be in New Mexico, USA. The current registered agent is James K. Wheatley, 202 Cabeza Negra Court, Rio Rancho, New Mexico 87124.

ARTICLE II - SEAL

Section 1. The Corporation shall use its Corporate Seal as ordered by the Board of Directors.

ARTICLE III - PURPOSES

Section 1. The purpose of this Corporation, hereinafter called the Fellowship, shall be: (1) to promote fellowship and friendship among all Rotarians and spouses of Rotarians who enjoy traveling in recreational vehicles, including, but not limited to, trailers, motor homes and campers; (2) to promote recreational and social activities among Rotary families and friends, by means of rallies, campouts, travel tours, and other special events; (3) to promote use of recreational vehicles for economical and convenient travel and to provide lodging at Rotary International Conventions, District Conferences, and other Rotary-oriented gatherings.

Section 2. The fellowship shall never afford pecuniary gain, incidentally or otherwise, to its members. The private property of members shall not be liable for the debts of the Fellowship.

ARTICLE IV - MEMBERS

Section 1. This Fellowship is organized on a membership basis, without shares and without authorized capital stock. A certificate of membership shall be issued to each member of the Fellowship, normally on an annual basis, but as directed by the Board of Directors.

Section 2. Memberships shall be on an annual basis. All Rotarians in good standing with a Rotary Club, and their spouses, shall be eligible for membership. All memberships shall expire annually on June 30th. The use of a Gold Card (to provide members continuing membership who pays in advance, dues for five or more years) is authorized and encouraged, unless otherwise directed by the Board of Directors.

Section 3. Rotarians and spouse members may cast one vote each at any membership meeting and shall pay a single membership fee. The current membership shall continue for the spouse of a deceased Rotarian. At the expiration of the membership, such member shall then be invited to pay annual dues and to continue to be accorded voting rights.

ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS

Section 1. A Nominating Committee consisting of the immediate Past President, one other Past President and a member-at-large, shall be appointed by the current President in even numbered years, and so noted in the October issue of *The Caravanner*, published in even years. Current directors are not eligible to serve on this Committee. This Committee will accept nominations for the 11 board member positions. Nominations will be accepted from members until December 15 of even numbered years, whence nomination will be closed. All nominees must have indicated their consent in writing to the Nominating Committee prior to this date.

Section 2. All nominees for director shall be listed in the January issue of *The Caravanner*, published in odd numbered years. In addition a ballot shall be included with that issue. These ballots must be executed and returned to the Nominating Committee so that they are received no later than February 15 of the odd number years. Any nominations indicating selections in excess of the required number for the office of director shall be considered void. In the event that there are only twelve nominees, a separate ballot shall not be required and the nominees will be declared elected to serve their two year term of office beginning the first of July following.

Section 3. The Nominating Committee shall so name (by simple majority of votes cast) the newly elected directors. The elected Directors shall be so informed and the April issue of *The Caravanner* in odd numbered years, will announce their election.

Section 4. The Board of Directors-Elect shall meet during the annual membership rally required by Article VII, of these by-laws and shall elect from its members the following:

(1) a President, who shall be an active Rotarian, shall serve as a member of the Board as President-Elect for the two year period commencing on the first day of July next following his election as President, and shall assume office as President on the first day of July immediately following his two years of service on the Board as President-Elect.

(1) (a) The President shall serve as a non-voting member-at-large of the RI Fellowships Committee.

(2) A Vice President, Secretary and a Treasurer.

Section 5. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 6. 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-Elect.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The governing body of this fellowship shall be the Board of Directors, consisting of thirteen (13) members, namely, a president, eleven (11) each elected for a two-year term in accordance with Article V, Sections 1 through 4, of these By-Laws and the immediate Past-President.

Section 2. The Board of Directors shall formulate and adopt such rules and regulations as it may deem proper and expedient for the regulation and control of the Corporation and for the furtherance of its purposes, not in conflict with these By-Laws, the Articles of Incorporation, nor any rule of law. Such rules and regulations must be in harmony with RI policy, including the use of the Rotary Mark.

Section 3. A meeting of the Board of Directors shall be held during the Annual Membership Rally. See Article IX regarding other meetings of the Board of Directors.

Section 4. A simple majority of the Board of Directors shall constitute a quorum.

Section 5. The number of consecutive terms that a member may serve as Director will be limited to three. Members serving as Past President, President, President Elect, Vice President, Secretary, Treasurer and Membership Chair are excluded from this provision.

Section 6. The number of Directors may be increased or decreased in a manner provided for in the By-Laws of the Corporation, but in no event shall there be less than three Directors.

Section 7. The Board of Directors shall elect the Officers of the Corporation. The President of the Board of Directors shall also be the Chairman of the Corporation and its Presiding Officer. Tenure of the President (Chairman) is two years.

Section 8. The Directors shall have the power to adopt By-Laws, not in conflict with RI policy or any By-Laws adopted by the membership at a regularly called meeting at which the proposed By-Law change was included in the call for the meeting, until at least three years after the date the By-Law was adopted by the membership.

ARTICLE VII - OFFICERS

Section 1. The Officers of the Corporation shall be President, President-Elect, Vice President, Secretary, Treasurer, and such other officers as may be deemed necessary by the Board of Directors. The term of all Officers is two years. All Officers are elected by the Board of Directors from the membership of the Board of Directors at a meeting of the newly elected Board of Directors convened during the Annual Meeting in odd numbered years following the election of Directors. In the event that it is impractical to meet in person, the election may be conducted by written poll of the Directors.

Section 2. The duties of the Officers are implicit in the titles. However, the duties of the Secretary shall include the giving of official notices, handling of official correspondence, filing and preservation of Fellowship records as well as filing new newsletter and other important fellowship communications and documents with the RI General Secretary. The Treasurer shall record and account for all receipts and disbursements of the Fellowship. The responsibility for, and general oversight of the preparation and mailing of the Fellowship's official newsletter, *The Caravanner*, is vested in the President-Elect, subject to the advice and consent of the Board of Directors, particularly as to the designating of an editorial staff.

Section 3. All Officers and Directors are expected to insure that at least two rallies per year are held in the areas or zones wherein they reside. They may either serve as Wagonmaster at these rallies or work with another member within their respective areas or zones to serve in this capacity.

Section 4. The Officers of the Fellowship shall perform the duties and functions usually attached to the title of their respective offices, together with those fixed by law, and such other duties as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII - NEWSLETTER AND WEB SITE

Section 1. The Fellowship shall publish a newsletter, entitled *The Caravanner*, quarterly in January, April, July, and October. The newsletter (which may be distributed by electronic means to members who indicate a desire to receive it by such means) will be distributed to members of the Fellowship in good standing.

Section 2. The Fellowship may maintain a Web Site (rvfellowshipofrotary.org) which can be used to provide improved communications within the Fellowship, assist in rally registrations, and make available information to Rotarians and their spouses who are not yet members of the Fellowship.

Section 3. Both the newsletter and the web site shall prominently display this statement. "The Recreational Vehicle Fellowship of Rotarians, NA, Inc. is not an agency of, or controlled by, Rotary International."

ARTICLE IX - MEETINGS

Section 1. In those years when (a) the Rotary International Convention is held in North America, the annual membership meeting shall be held at or near the convention site, at a time and place that does not interfere with the proceedings of the convention. However, if either the location, time or place seems impractical for any reason, the Board of Directors, by 2/3 majority vote may select an alternative location, time and place for the Annual Meeting. The precise time, date and place to be decided by the Board of Directors. Installation of Officers and Directors will take place at this meeting; (b) the Rotary International Convention is held outside of North America, the annual membership meeting, installation of officers and other business will take place at a rally convened in North America, at a time and place decided by the Board of Directors. Notice of the meeting is to be published in *The Caravanner*.

Section 2. Special meetings of the membership or Directors may be called at any time by the President, or any three members of the Board.

Section 3. Notice of the time and place of all annual or special meetings of members shall be given by the Secretary at least fourteen days prior to the date set for the meeting. In the case of special meetings, their purpose shall be stated in the call.

Section 4. At the annual meeting or special meetings, all members in attendance shall be eligible to vote on a matter brought before the membership. A quorum for either a regular or special meeting shall be the members in attendance at such meeting.

Section 5. Membership meetings at RI Conventions shall be upon written notice, posted and publicized at the RI Convention Headquarters, as well as upon the Fellowship rally grounds, beginning the first day of the convention. A call for the Annual Membership meeting shall also be printed in the April issue of the official newsletter *The Caravanner*.

ARTICLE X - COMMITTEES

Section 1. There shall be a Membership Committee. The duties of this Committee shall include, but not be limited to, seeking activities that will stimulate and create interest in the Fellowship on the part of Rotary Districts and individual Rotary Clubs. The Chairman shall process all membership applications, issue membership certificates (cards), maintain the membership list and keep it current. The Membership Chairman shall be appointed by the President and confirmed by the Board.

Section 2. There shall be a Projects Committee, appointed by the President, consisting of a Past President not serving on the Board of Directors, a member of the Board of Directors, and a member-at-large. The duties of the Committee shall be to recommend any service project, activity or donation of or by the Fellowship to the Board of Directors. Before carrying out the service project, activity, or making the donation, it must be approved by nine (9) of the thirteen (13) member Board.

- (a) At the time of the adoption of this Section, ____ (mo.) ____ (day) ____ (yr.), the Fellowship is supporting one project, the Highway Safety Project, at approximately a US\$2500 per year level.
- (b) The Board of Directors may place a limit on the number or type of service projects, activities or donations that may be recommended to the Board for approval.

Section 3. The President may appoint such additional committees as he deems desirable and appropriate. The members of such committees shall serve at this pleasure and during the remainder of the President's tenure.

ARTICLE XI - FISCAL AFFAIRS AND REPORTS

Section 1. The fiscal year of the Corporation shall be July 1 st through June 30, following.

Section 2. The annual dues shall be determined by the Board of Directors, consistent with the well-being of the Fellowship.

- (a) The dues must be of a reasonable amount and limited to that amount necessary to cover the administrative costs of the Fellowship. The use of dues will be disclosed in the Fellowship's governing documents and in its membership application materials.

- (b) Dues will be used to cover the expenses of preparing and distributing the newsletter (*The Caravanner*), of maintaining the web site (rvfellowshipofrotary.org), of preparing and processing new member applications, or preparing and distributing the membership roster, of purchasing materials for the proper functioning of the Secretary and the Treasurer, and for such Fellowship-related out-of-pocket expenses in excess of \$25 that are incurred by the officers of the Fellowship.

- (c) Further use of dues must be approved by the Board of Directors and must be added to these bylaws by the amendment process.

Section 3. All contracts of the Corporation shall be signed by the President or President-Elect and attested by the Secretary.

Section 4. All Corporate funds shall be deposited in a bank approved by the Board of Directors.

Section 5. Unless otherwise ordered by the Board of Directors, all disbursements of corporate funds shall be by Corporate check signed by the Treasurer or President or President Elect and drawn on the Corporate Bank Account.

Section 6. An annual report of activities shall be provided to the membership as of the end of the fiscal year (June 30th). The report shall be published in the October *Caravanner*, (and may be published on the web site), and shall be submitted to the RI General Secretary by October 1st. In addition to a report of activities, the report shall contain

- (a) The amount of membership dues and how the dues were expended.
- (b) A financial statement showing revenues and expenditures for the past Rotary/Fellowship fiscal year.
- (c) A statement of funds on hand.

ARTICLE XII - AMENDMENTS

Section 1. These By-Laws may be amended at any duly called regular or special meeting of the Board of Directors by a two-thirds majority vote of the Board, written notice of such proposed amendment having been given to Board members at least ten (10) days prior to such meeting.

Section 2. These By-Laws may be amended at any duly called meeting of the membership by a two-thirds majority vote of the members present and voting. A member desiring to amend the By-Laws must first notify the President in writing of his proposed amendments. Written notice of such proposed amendment must be given to all members at least ten (10) days prior to the meeting.

ARTICLE XIII - OTHER

Section 1. Reference in these By-Laws to Rotary International shall not be construed to intimate any official connection between Rotary International and this Fellowship other than that the Fellowship is a recognized entity within Rotary Recreational and Vocational Fellowships of Rotary International, operating in accordance with the Rotary Code of Policies, section 43.010 Rotary Fellowships.

CERTIFICATE

I, Clyde Glosson, Secretary of the Recreational Vehicle Fellowship of Rotarians, N.A., Inc., certify the foregoing are the adopted and existing By-Laws of the Fellowship as of this, the 30th day of August, 2008.

Clyde Glosson