

# BYLAWS OF RURITAN NATIONAL

## ARTICLE I. Name and Principal Office

**Section A.** This organization shall be known as Ruritan National, a Virginia not for profit corporation.

**Section B.** The principal office of Ruritan National shall be located at or in the vicinity of Dublin, Virginia.

## ARTICLE II. Objects

**Section A.** Mission Statement – Ruritan National is a national organization dedicated to improving communities and building a better American through fellowship, goodwill and community service.

**Section B.** The Objectives of Ruritan National are as follows:

- (1) To promote fellowship and goodwill among its members and the citizens in the community, and to inspire each other to higher efforts.
- (2) To unify the efforts of individuals, organizations and institutions in the community toward making it an ideal place in which to live.
- (3) To work with those agencies which serve the community and contribute directly to its progress.
- (4) To encourage and foster the ideal of service as the basis of all worthy enterprise.
- (5) To create greater understanding between rural and urban people on the problems of each, as well as on their mutual problems.

## ARTICLE III. Membership

**Section A.** The membership of Ruritan National shall consist of the Ruritan Clubs which have been duly organized and chartered and are in good standing as determined by the Board of Directors of Ruritan National. The membership of Ruritan National shall also include the members of Ruritan Clubs.

**Section B.** The Board of Directors of Ruritan National shall have full power and authority to charter Ruritan Clubs in any community.

**Section C.** Each club should be known as “The..... Ruritan Club.”

**Section D.** Application for a club charter shall be addressed to the Executive Director of Ruritan National on a form provided for that purpose and signed by not less than sixteen

(16) persons eligible for membership which application shall be accompanied by the charter fee as provided in these bylaws. Thereupon a charter may be issued, signed under seal by the President of Ruritan National.

**Section E.** After any club has been duly organized and has accepted the charter issued and adopted the bylaws approved by the Board of Directors of Ruritan National, the club secretary shall make a report thereof to the Executive Director of Ruritan National on a form prescribed by the Board of Directors; thereupon such club shall be deemed to have ratified and agreed to be bound by the bylaws of Ruritan National.

**Section F.** Any member club which fails to pay its financial obligations to this organization or which violates the bylaws of Ruritan National, or which fails to abide by the rules and regulations of the Board of Directors of Ruritan National, made and adopted pursuant to these bylaws, may in the discretion of the Board of Directors be suspended or have its charter revoked under such terms and conditions as the Board of Directors may prescribe. At least thirty (30) days notice shall be given by the President of Ruritan National to any member club before final action on suspension and such member club may send representatives to a hearing before the Board of Directors prior to such final action. Upon the suspension or revocation of any club charter the Board of Directors shall have authority to require the return of the charter certificate issued to it.

## ARTICLE IV. Annual Meeting

The Annual Meeting of Ruritan National shall be held in January of each year and shall be referred to herein as the National Convention, at which time the Officers, Directors and Foundation Trustees shall be elected. The time and place of the National Convention shall be determined by the Board of Directors.

**Section A.** The governing body of Ruritan National shall be its Board of Directors and the decision of the Board of Directors in all matters shall be final, subject to an appeal by a member club at the National Convention provided, however, that a copy of said appeal shall be delivered to the Executive Director of Ruritan National at least thirty (30) days prior to the convention. The decision of the Board of Directors shall be reversed only by a two-thirds (2/3) vote of the delegates present.

**Section B.** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, immediate Past National President, and twenty-one (21) Directors elected at large for three (3) year terms. Seven (7) Directors will be elected for full terms each year with no more than two (2) Directors to be elected for full terms from the same state in any one year. No Director who has completed a full three year term will be eligible for re-election until after a lapse of one year.

**Section C.** The Officers of this organization shall be the President, Vice President, Secretary, and Treasurer. The President and Vice President shall be elected annually in manner prescribed in these bylaws and hold office for one (1) year or until their successors are elected and have been installed. The Secretary and Treasurer shall be elected for three (3) year terms.

**Section D.** The President, Vice President, Secretary, Treasurer, Directors and Foundation Trustee shall take office at the installation ceremony of the National Convention.

**Section E.** Any Officer or Director must be an active member of a Ruritan Club while serving in office.

#### **ARTICLE VII. Politics**

Ruritan National and its member clubs shall be nonsectarian and nonpartisan, and shall take no action endorsing or condemning any candidate or measure which is to be submitted to the vote of the people.

#### **ARTICLE VIII. Ruritan National Foundation**

**Section A.** There is hereby established the Ruritan National Foundation.

**Section B.** The Ruritan National Foundation shall, subject to provisions of Section D hereof, be administered by a board to be known as the Ruritan National Foundation Trustees. Said Board of Trustees shall consist of five (5) persons, which shall meet at least annually, with one trustee elected at each annual convention of Ruritan National to serve for the full term of five (5) years. A trustee who has been in office for a full term of five (5) years will be ineligible, for re-election until after a lapse of one year. Vacancies on the Board of Trustees caused by death, resignation or otherwise shall be filled by the Ruritan National Board of Directors until the next National Convention, and at such convention any vacancy or vacancies shall be filled by election for such unexpired term or terms. While serving a term of office each trustee must be and remain an active member of a Ruritan Club. Should it be desirable at any time to remove a trustee from office prior to expiration of trustee's term of office, the same may be done at a regular meeting or at a special meeting of the Board of Trustees, provided ten (10) days notice is given to said trustee to be removed. Such removal shall be by majority vote of the trustees present and voting at said special or regular meeting.

**Section C.** The purpose of the Ruritan National Foundation is to manage and maintain a trust for the encouragement, promotion and financing of the charitable, educational and benevolent principles and activities of Ruritan Clubs and of Ruritan National.

**Section D.** The Board of Directors of Ruritan National shall formulate, in detail, by written agreement between Ruritan National and the Ruritan National Foundation, guidelines for the proper administration of the Ruritan National Foundation by the trustees. Said agreement may be modified or altered from time to time by agreement between the Board of Directors of Ruritan National and the Trustees of the Ruritan National Foundation. The agreement as originally drawn, modified or altered, shall, however, conform in every respect to the purposes of the Ruritan National Foundation as set forth in Section C, hereof. The agreement also shall provide and direct that the Ruritan National Foundation, both as to its purpose and in its operation, meet the requirements necessary for tax exempt foundations under the Internal Revenue Code of the United States.

#### **ARTICLE IX. Ruri-Teen Clubs**

**Section A.** There is hereby established Ruri-Teen Clubs

**Section D.** A Ruri-Teen Club shall have the same delegate representation at District and National Conventions as any other Ruritan Club.

**ARTICLE X. Qualifications, Nominations and Election of Officers, Directors and Foundation Trustees**

**Section A. Qualifications:** A candidate shall be an active member in good standing of a Ruritan Club and shall have been a member of a District Cabinet or served as an Area officer.

**Section B. Nominations:**

(1) Nominations for Officers, Directors, and Foundation Trustee shall be made at the National Convention of Ruritan National by a Candidate Certification Committee.

(2) Additional nominations for all Officers, Directors and Foundation Trustee may be made from the floor of the convention.

(3) All certified nominees names shall appear in alphabetical order by office to be filled.

**Section C. Election:**

(1) The election shall be held at the National Convention by ballot vote using paper ballots or voting machines. The official program of the convention shall indicate the day and hours of election. Each certified delegate shall have one vote for each office to be filled. Election of Officers and Foundation Trustees shall require a majority vote. In case no candidate receives a majority vote on the first ballot, a second ballot will be conducted for the unfilled vacancies. On the second ballot, delegates shall only vote for the two top vote getters from the first ballot.

(2) Director candidates not receiving a majority of votes on the first ballot shall be declared elected to the available vacancies by a plurality vote on the second ballot provided the provisions of Article VI Section B are followed.

**Section D.** Any vacancy in office shall be filled by the Board of Directors, appointing a qualified replacement to said office until the next National Convention at which time such vacancy shall be filled by election for the unexpired term; provided, however, that in case of a vacancy in the office of President, the Vice President shall immediately succeed to the office of President for the unexpired term.

**Section E.** Any person elected to office in Ruritan National may be removed from office by a three-fourths (3/4) majority vote of the entire Board of Directors in meeting duly assembled and after a hearing before the board. Thirty (30) days notice for such meeting shall be given to the person in question with the reason for such proposed removal given.

**ARTICLE XI. Duties of Officers and Board of Directors**

**Section A. PRESIDENT** - It shall be the duty of the President to act as chair of the Board of Directors and preside at all meetings of the organization and perform such other duties as may pertain to this office.

**Section B. VICE PRESIDENT** – It shall be the duty of the Vice President to act as chair of the Board of Directors and preside at all meetings of the organization in the absence of or when requested to by the President and perform such other duties as may pertain to this office.

**Section C. SECRETARY** – It shall be the duty of the Secretary to record and preserve minutes of the National Convention and Board of Directors meetings, and record membership attendance at same, and perform such other duties as may pertain to this office.

**Section D. TREASURER** - It shall be the duty of the Treasurer to account for of all funds of Ruritan National, and to submit a financial report to the delegates at the National Convention and at other times when requested by the Board of Directors, and perform such other duties as may pertain to this office.

**Section E. BOARD OF DIRECTORS** – The duty of the Board of Directors shall be to formulate all policies essential to the welfare of Ruritan National. Among other things it shall formulate basic policy concerning administration of the Ruritan National Executive Office, and it shall have the books and accounts audited annually by a certified public accountant who shall be approved by the Board of Directors and provide a detailed report of such audit to each member of the Board of Directors annually.

**ARTICLE XII. Meetings**

**Section B.** Each club delegate shall be entitled to one (1) vote upon any question or at any election upon the floor of the convention but there shall be no voting by proxy. In the absence of any club delegate from the floor, an alternate delegate from the club of the absent delegate shall be entitled to vote.

**Section C.** The members of the Ruritan National Board of Directors, Foundation Trustees, all past National Presidents who are an active member in of a

Ruritan Club, all district governors, and all immediate past district governors shall be delegates at large to every National Convention, and shall be entitled to participate and vote herein.

**Section D.** Three (3) regular meetings of the Board of Directors shall be held each year with the additional meetings to be held at the call of the President or a majority of members of the Board of Directors.

**Section E.** A majority of the Board of Directors shall constitute a quorum.

#### **ARTICLE XIII. Fees and Dues**

**Section A.** Each club applying for membership in this organization shall pay to Ruritan National a charter fee of \$50 which must accompany the application for the charter. Each newly chartered Ruritan Club shall close its charter list within 90 days of the charter meeting and the secretary of the new club shall immediately forward to Ruritan National the completed charter list.

**Section B.** Each member club shall pay to the Treasurer of Ruritan National dues per member per quarter, in advance, based on the membership at the close of January, April, July and October meetings. The amount of dues per member of each club shall be determined by the Board of Directors provided any increase in dues shall not become effective until approved by a 2/3 vote of the delegates at the next National Convention. Notice of such proposed dues increase shall be published in the Ruritan Magazine at least thirty (30) days prior to the start of said convention.

The Board of Directors may reduce the dues payable by youth members. As used herein youth members mean members nineteen years of age or younger including members of Ruri-Teen Clubs and youth attending school who are member of adult clubs.

The Board of Directors may from time to time reduce the amount of national dues provided for in this Article.

Ten percent (10%) of national dues per year prorated quarterly for each club member shall be refunded to that member's district for district expenses providing the member's club shall have paid its national dues.

Any club which shall be as much as nine (9) months in arrears in the payment of such dues may be temporarily suspended, pending action by the National Board of Directors, and any club which shall be in arrears as much as fifteen (15) months shall forfeit its charter upon action of the National Board of Directors. Any club so suspended shall not be entitled to send delegates to or participate in any district or National Convention, nor receive literature or other benefits from Ruritan National, and shall remain on such suspended list until restored to active status by payment of its dues.

Provided, however, that the Ruritan National Board of Directors may at any time remove any such club from suspension or may restore its charter.

**Section C.** Each Ruritan Club shall pay to the treasurer of Ruritan National an initiation fee of three dollars (\$3.00) for each person admitted to membership after the charter list has been closed.

#### **ARTICLE XIV. Board of Directors Committees**

**Section A.** Executive Committee: This committee shall consist of five (5) members whose duties shall include but not be limited to taking appropriate action as provided herein or by resolution of the Board of Directors including:

- (1) Situations which require action between meetings of the Board of Directors;
- (2) Reviewing all phases of Ruritan activity and making such recommendations to the Board of Directors as it may deem necessary;
- (3) Cooperating with the Executive Director in implementing policies and plans formulated by the Board;
- (4) Studying and making recommendations to the Board of Directors on all items of business not assignable to another committee.
- (5) Reviewing the status of all clubs prior to the January Board of Directors meeting and recommending appropriate action at that time.

**Section B.** Budget and Finance Committee: This committee shall consist of five (5) members who shall carefully study the finances of Ruritan National and propose and submit a complete budget for annual operations of the organization to the Board of Directors for approval.

This committee shall be composed of the immediate Past National President, who shall serve as chair, the Vice President and the Treasurer, and one (1) non-board member appointed each year for a term of two (2) years. Any vacancy shall be filled by appointment of the President for the unexpired term.

This committee shall make recommendations to the Board of Directors for any increase or decrease in salaries, expenses or any other matters concerning the finances of

Ruritan National, and shall provide forms and vouchers for proper accounting of all funds. All travel and other expenses of officers or other personnel on organizational business shall be reimbursed to the amount budgeted therefore.

All books, records and papers of the organization shall be open to inspection by the committee, and all officers, directors and other personnel of the organization shall make such information and records available to the committee as requested.

**Section C.** The President may appoint such other Board of Directors committees as may be necessary and appropriate to carry into effect the objects, purposes and programs of Ruritan National.

#### **Article XV – Convention Committees**

The President shall make such appointments and committee assignments as the

President may deem necessary or appropriate to properly plan and execute

all details of the National Convention of the Ruritan National, including but not limited to, the following committees, to wit;

(1) Convention Program Committee: This committee shall consist of four (4) Ruritan members, the President, a Convention Program Chair and two convention aides, with the Executive Director serving as ex officio member. This committee shall be charged with the responsibility of planning and coordinating all aspects of the National Convention.

(2) Registration and Credentials Committee: The Registration Committee shall consist of ten (10) members, five (5) of whom are to serve in the additional capacity of members of the Credentials Committee. The Registration Committee shall be responsible for registering all persons attending the meeting and collecting appropriate fees. The Credentials Committees shall pass upon the credentials of delegates in order to certify the qualifications and eligibility of all delegates in order to participate and vote in all matters pertaining to the convention.

(3) Candidate Certification Committee: This committee shall consist of three (3) members appointed by the President. This committee shall certify all candidates and submit nominations for Officers, Directors, and Foundation Trustees to the delegates for election. If there is a vacancy and there are no announced candidates for the office, this committee shall nominate one.

(4) Bylaws Committee: This committee shall consist of the members of the Board

Bylaws Committee, who shall sit as a body to answer questions of delegates and receive suggestions covering any proposed changes in the Ruritan National Bylaws.

(5) Resolutions Committee: This committee shall consist of five (5) members each of whom shall be a National Director or District Governor who shall consider resolutions submitted to Ruritan National and after due consideration prepare and present such resolutions as it deems proper to the delegates for appropriate actions.

(6) Sergeant-at-Arms: This committee shall consist of a chair and assistant chair and such additional members as the President deems necessary to maintain order at the convention and perform such other duties as may be assigned by the President.

#### **ARTICLE XVI. Districts and Areas**

**Section A.** The member clubs and the geographical area in which they are situated shall be divided by the National Board of Directors into such divisions as it deems advisable for effective work and service. Said divisions shall be known as Districts or Areas as determined by the Board.

Coordinator, Growth and Development Chair, Foundation Promotion Chair, Publicity and Public Relations Chair, Fund-raising Chair, and Youth Activities Coordinator. Any cabinet officer must be an active member of a Ruritan Club while serving in office.

**Section D.** Each District shall have an annual convention in either October (provided all member clubs within the district have met during October prior to the convention), November or December. The District Cabinet shall be responsible for scheduling the convention.

**Section E.** Each member club shall be entitled to one (1) delegate to the district convention for each ten (10) club members or major fraction thereof; provided, however, that each member club shall be entitled to at least two (2) delegates at any convention.

Each club delegate shall be entitled to one (1) vote in the proceedings of the district convention. In the absence of any club delegate from the floor of the district convention, the alternate from the club of the absent delegate shall be entitled to vote. The voting members of the District Cabinet shall be delegates at large to the district convention and shall be entitled to participate and vote therein. There shall be no voting by proxy.

**Section F.** The District Governor and Lt. Governor shall be elected and installed at the district convention. The District Governor shall appoint Zone Governors, and any other officers or committees deemed necessary for the work of the district. However, each

District may elect its own District Secretary and District Treasurer, or District Secretary-Treasurer, and each Zone may, at the discretion of the District Cabinet, elect its own Zone Governor. All District Officers shall take office January 1<sup>st</sup>.

**Section G.** In the event of a vacancy in any District office, other than District Governor, the unexpired term shall be filled by appointment of the District Governor. In the event of a vacancy in the office of the District Governor the District Lt. Governor shall immediately succeed to the office of District Governor for the unexpired term.

**Section H.** No District shall impose dues in excess of two dollars (\$2.00) per club member per year.

**Section I.** The clubs within any District may be divided by the District Cabinet into such divisions as it deems advisable for effective work and service provided notice of such division is given to the Executive Director of Ruritan National. These divisions will be known as Zones and be supervised by a Zone Governor.

**Section J.** Areas shall be established in wide geographical areas where the number of clubs are not sufficient to create a District under the rules as established by the Board of Directors.

## **ARTICLE XVII. State Associations**

States having two or more Districts may form associations and hold annual meetings. State Associations may adopt constitutions and bylaws, provided such constitution and bylaws do not conflict with the Bylaws of Ruritan National.

## **ARTICLE XVIII Parliamentary Procedure**

The rules contained in the current issue of Robert's Rules of Order Newly Revised shall govern the meetings of Ruritan National in all cases in which they are applicable and in which they are not in conflict with these bylaws and any special rules of order that Ruritan National may adopt.

## **ARTICLE XIX Amendments**

Amendments to these bylaws shall be made only at the National Convention of Ruritan National by a two-thirds (2/3) vote of the delegates present and voting, provided that the proposed amendments shall have either

- a) been first presented to and approved by the Board of Directors or
- b) shall be submitted by a delegate at the National Convention provided any proposed amendment submitted a delegate shall have first been reviewed by the Convention Bylaws Committee. Notice of any proposed amendment submitted by the Board of Directors shall be published in the Ruritan Magazine at least thirty (30) days before the opening of the convention.