

# **By-Laws of the Rockfish Valley Community Center, Inc.**

## **ARTICLE I - PURPOSE AND EMPHASIS**

There are specific requirements that must be met and issues addressed, on a continuing basis that are essential to the effective administration and operation of the RVCC to assure its continued viability. While change is necessary and many decisions may be left to the discretion of the RVCC staff, in some instances prior approval of the Board of Directors or the membership is necessary. Therefore, these By-Laws are hereby incorporated into the Constitution to delineate specific requirements regarding the administration and operation of the RVCC that can't be changed without amending the Constitution and/or the By-Laws.

A nominal use fee may be assessed to use some of the facilities, the purpose of which is to cover part of the operating cost of that portion of the facility being used.

## **ARTICLE II – MEMBERSHIP AND DUES**

Membership in the RVCC is open to all individuals and licensed businesses without regard to race, color, religion, sex, national origin or age provided the personal member or business owner is at least 16 years of age and provided they pay the annual dues.

Two classes of membership are available to any individual or business meeting the following requirements:

Personal Membership:	Is at least 16 years of age and pays annual dues.
Business Membership:	Is licensed by the county in which its headquarters is located, is registered with the State Corporation Commission and pays annual dues.

The Board of Directors shall define levels of membership within these classes, and set dues for each by November 1st for the next fiscal year.

Sub-classifications within Personal Membership shall include Individual and Family memberships. Family Membership is limited to two adults and their dependents living in the same household. Voting rights will be held by the two adults in the household only.

Dues for Personal Memberships shall be billed annually mid-November for the next fiscal year beginning on January 1. Dues shall be payable by January 1. Personal Membership dues shall be prorated on a semi-annual basis. The pro-ration shall for members enrolling on July 1 or after.

The Business Membership year shall be July 1 - June 30, and dues shall be billed annually in mid-May for the upcoming membership year. Dues shall be payable by July 1. Business Membership shall entitle the owner or designee to one vote in all Annual or Special Meetings of the membership. Business Membership dues shall not be pro-rated.

## **ARTICLE III – TERMINATION OF MEMBERSHIP**

Section 3.1. Failure to meet Specific Requirements

Amended 7/13/2010 by RVCC Board of Directors; Amended 3-27-14 by membership;

Any member whose annual membership dues are in arrears for more than 30 days is not a member in good standing.

### Section 3.2. Egregious Conduct

Membership of an individual may be terminated by the Board of Directors if, in its opinion, such member is not contributing to, or not conducting himself/herself in a manner that is in harmony with the mission of the Center; or is fomenting discord among members; or is acting in a manner that is embarrassing or detrimental to the interests of the Center.

## ARTICLE IV – DUTIES AND REQUIREMENTS OF THE BOARD OF DIRECTORS

### Section 4.1.1 Duties of Board of Directors

In addition to the duties described in the Constitution Section 1.1 the Board shall:

- A. Appoint a member to the Board to fill a vacancy.
- B. Control the property of the Center, establish dues, have final approval of fee structures and guidelines, approve the Center's budget, and propose amendments to the Constitution and By-Laws.
- C. Develop strategic plans.
- D. Develop capital improvement plans.
- E. Develop a program of planned giving from contributors.

### Section 4.1.2 Requirements of Board Members

A board member who fails to attend three consecutive Board of Directors meetings shall be suspended from participation in further meetings, and the Board shall declare his position vacant, unless the remaining Board members in good standing vote to grant forgiveness. The Board may appoint a member to fill such vacancy.

### Section 4. 2. Duties of the Executive Committee

The Executive committee shall make emergency decisions when a quorum of the Board is not possible and the President determines that the situation requires immediate action.

### Section 4.3. Duties of the President

The President shall:

- A. Preside over all meetings of the Board, Annual Business Meeting, Special Business Meetings and other meetings of membership of the Center.
- B. Convene regular meetings of the Board whenever, in his/her opinion, the affairs of the Center demand a Board meeting, or when three or more Directors request a Board Meeting.
- C. Convene a Special Business Meeting of the membership when directed by the Board or upon written request of ten (10) percent of the eligible voting membership.
- D. In cooperation with the Board, determine what matters may come before the Annual and Special Business Meetings of the Center.
- E. Appoint the Chair of all Committees and shall be an ex-officio member of all committees.
- F. Sign all authorized instruments and correspondence; the President, however, may delegate other signatories for sign-off of specific documents.
- G. Be listed on all bank signature cards.
- H. Be bonded at the Center's expense for an amount deemed advisable at the time of service.

#### Section 4.4. Duties of the Vice President

The Vice President shall:

- A. Have all the powers and perform the regular duties of the President during the absence of the President.
- B. Assume all duties assigned by the President.
- C. Be listed on all bank signature cards.

#### Section 4.5. Duties of the Secretary

The Secretary shall:

- A. Have all the powers and perform the regular duties of the President during the absence of the President and Vice President.
- B. Keep minutes of all proceedings.
- C. Handle all official correspondence of the Board.
- D. Ensure the issuance of notices of all meetings.
- E. Keep a record of all meetings.
- F. Ensure that a current list of members is maintained and that a status report of the membership is presented at all Board meetings.
- G. Allow all of his/her files and records to be available for inspection by any elected member of the Board at all times.
- H. Ensure the retention and safeguarding of all Board records, reports, papers, and both paper and electronic files.

#### Section 4.6. Duties of the Treasurer

The Treasurer shall:

- A. Have all the powers and perform the regular duties of the President when the President, Vice President and Secretary are absent.
- B. Have custody of all funds.
- C. Insure the appropriate Executive Committee members are listed on all bank signature cards.
- D. Ensure that funds are disbursed in accordance with established policy upon the order of the Board of Directors or the Executive Committee.
- E. Be responsible for overseeing the fiscal affairs of the Center including regular financial reporting budget preparation, and prudent fiscal management in conjunction with the staff.
- F. Provide a written financial report at all Board and general membership meetings.
- G. Allow all of his/her files and records to be available for inspection by any elected member of the Board at all times.
- H. Be listed on all bank signature cards
- I. Be bonded at the Center's expense for an amount deemed advisable at the time of service.
- J. Serve as Chairman of the Finance Committee unless otherwise approved by the Board.

#### Section 4.7. Duties of the Immediate Past President

The Immediate Past President shall assume the duties assigned by the President.

### ARTICLE V - COMMITTEES

The Center shall have Standing Committees as recommended by the President and approved by the Board. These committees shall report to the President. The Standing Committees of the Center shall be composed of three or more RVCC members. The Board shall determine the number of Board members to be represented on each Standing Committee; however there shall be at least-one Board member on each Committee. To the extent practicable, the committee structure should reflect the 4-tier mission of the Center, overseeing the cultural, recreational, educational and social activities of the Center.

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## ARTICLE VI – VOTING

### Section 6.1. Board of Directors

The President or the acting Chair shall call for voting by the Board. Decisions will be determined by a simple majority vote by those voting Board Members except as noted herein. A quorum must be present to conduct a valid binding vote or election.

### Section 6.2. Executive Committee

The President or the acting Chair shall call for voting by the Executive Committee. Decisions shall be determined by a simple majority vote by those entitled to vote at Executive Committee meetings. A quorum must be present to conduct a valid binding vote or election.

### Section 6.3. Membership

The President shall call for voting by the membership. Decisions shall be determined by a simple majority of the voting members except as noted herein. A quorum must be present to conduct a valid binding vote or election.

An individual must be a member-in-good-standing pursuant to Article III of the By-Laws before being allowed to vote, being nominated for office, or being allowed to continue in or hold office.

One vote shall be allowed for each Individual Membership. Two votes shall be allowed for each Family, Lifetime, or Millennium Lifetime Membership.

### Section 6.4. Proxy

Voting by proxy shall be allowed at any meeting of the Board, the Executive Committee and general membership meetings. The proxy shall be given to the President who shall be authorized to vote the proxy in accordance with the instructions provided by the issuer.

## ARTICLE VII - MEETINGS

### Section 7.1 – Board Meetings

The Board shall meet monthly. The Board shall establish at the beginning of the fiscal year the dates for the monthly Board meetings. A reminder notice of the meeting shall be sent to all Board members no less than 5 days in advance of each meeting. Meetings of the Board may be held through the use of any communications equipment if all Board participating can communicate with each other.

Participation in such a meeting pursuant to this provision shall constitute presence at the meeting.

### Section 7.2 – Executive Committee Meetings

The Executive Committee shall meet as requested by the President when decisions or immediate actions are required and a quorum of the Board is not possible. Meetings of the Executive Committee may be held through the use of any communications equipment if all Executive Committee members participating can communicate with each other. Participation in such a meeting pursuant to this provision shall constitute presence at the meeting.

### Section 7.3 – Quorums

#### Section 7.3.1 Board of Directors Meetings

Amended 7/13/2010 by RVCC Board of Directors; Amended 3-27-14 by membership;

Fifty percent of the Board of Directors shall constitute a quorum. In the absence of a quorum, the Board shall adjourn until a later date. Board members voting by proxy shall be counted as present for establishing a quorum.

#### Section 7.3.2 Executive Committee Meetings

At least three members of the Board, one of who must be either the President or Vice president, and one of whom must be another member of the Executive Committee, shall constitute a quorum. A member of the Executive Committee voting by proxy shall be counted as present for establishing a quorum.

#### Section 7.3.3 General Membership Meetings

The presence of five percent of the eligible voting membership shall constitute a quorum. In absence of a quorum, the meeting may continue but no voting may occur. The meeting will adjourn until a later date to resolve issues that require a vote. Members voting by proxy shall be counted as present for establishing a quorum.

### ARTICLE VIII – ANNUAL FINANCIAL REVIEW

An annual independent financial review shall be conducted by a committee consisting of one RVCC BOD member and two independent community members.

### ARTICLE IX – RULES OF ORDER

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Center, the Board of Directors and committees in all cases in which they are applicable, and in which they are not inconsistent with the Constitution and By-Laws and any special rules of order the Center may adopt.

### ARTICLE X - RVCC STAFF

#### Section 10.1. RVCC EXECUTIVE DIRECTOR

An executive director with appropriate experience may be hired to manage all activities in the implementation of the RVCC policy as directed by the Board. The Board shall have final approval of the hiring of the Executive Director. The Executive Director shall report to and be under the direct supervision of the Board of Directors regarding operation of RVCC. The Board has the authority to terminate the Executive Director of RVCC. The Board shall be responsible for performance evaluations of the Executive Director on an annual basis.

In the absence of an Executive Director the President shall assume the duties and responsibilities of the Executive Director.

#### Section 10.1.1. Duties of the Executive Director

The Executive Director shall:

- A. Be an ex-officio, non-voting member of the Board and all Committees.
- B. Have the authority to enter into contractual agreements at the direction, and on behalf, of the Board, and to obligate and disburse funds in accordance with Board-approved policies on authorization of expenditures.
- C. Have full authority, with the concurrence of the Board, to recruit, hire, develop, train, direct, supervise, and dismiss the appropriate staff and volunteers to effectively carry out the direction of

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the Board including but not limited to an Operations Manager for Center facility and use management, managers for the thrift shop, financial resource development, member and volunteer coordination, and programming.

- D. Keep a current list of members and make a status report of the membership at all meetings.
- E. Assure all Center instructions as well as Federal, Commonwealth and County regulations regarding safety and health are complied with such as, but not limited to, fire protection, building occupancy limits, etc.
- F. Be bonded at the Center's expense for an amount deemed advisable at the time of service.

#### Section 10.2. RVCC Staff and Volunteer Management

Staff and volunteer management will report to and be under the direct supervision of the Executive Director regarding operation of RVCC. The Executive Director has the authority to hire and terminate RVCC Staff and Volunteer Management, subject to Board of Directors approval.

### ARTICLE XI - AUTHORITY TO USE FACILITY

#### Section 11.1. Operations Manager

The Operations Manager shall have the authority to approve use of the facility by any individual or group, consistent with the types of uses delineated in ARTICLE II of the Constitution, consistent with rates and guidelines approved by the Board, for a periods of three months or less.

#### Section 11.2. Executive Director

The Executive Director shall have the authority to approve use of the facility by any individual or group, consistent with the types of uses delineated in ARTICLE II of the Constitution, for a periods of longer than three months, subject to Board approval.

### ARTICLE XII-CONFLICT OF INTEREST

No member of the Board of Directors, or any of its Committees, shall derive any personal financial profit or gain, directly or indirectly, by reason of his or her participation with the Corporation. Each individual shall disclose to the President any personal interest which she or he may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.