

BYLAWS OF RURITAN NATIONAL

(As amended by the Delegates at the National Convention in January 2022)

ARTICLE I

Name/Emblem/Politics

Section 1. The organization shall be known as Ruritan National, a Virginia not for profit corporation.

Section 2. The Ruritan name and emblem is a registered trademark and the sole property of Ruritan National.

Section 3. This organization and its members shall be non-sectarian and non-partisan and shall take no action endorsing or condemning any candidate or measure which is to be submitted to the vote of the people.

ARTICLE II

Objectives and Mission

Section 1. The objectives of Ruritan National are as follows:

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

Section 2. Mission Statement. Ruritan National is a national organization dedicated to improving communities and building a better America through fellowship, goodwill, and community service.

ARTICLE III

Membership/Members

Section 1. 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 (BOD) of Ruritan National. The membership of Ruritan National shall also include the members of Ruritan clubs.

Section 2. Ethical Standards/Members. Ruritan National members shall uphold the highest standards of ethical and personal behavior, be of good character and reputation, and their interests should be allied with the club and community.

Section 3. Classifications. Ruritan National shall have the following membership classifications:

- A. **Active.** Active membership may be only acquired by invitation, transfer, or reinstatement.
- B. **Associate.** Associate membership may be bestowed upon an individual or a business desiring affiliation with Ruritan. An individual and/or business will represent one membership for each annual dues paid to Ruritan National. An individual associate member may not vote, hold office, or participate in club business activities or be a delegate to district or national conventions. An individual associate member will receive a lapel pin, and a business will receive a plaque or window static. Associate members (individual or business) will receive the Ruritan National Magazine.
- C. **Honorary.** Honorary membership may be conferred upon a club member who, in the opinion of the club board of directors and membership, has rendered extraordinary Ruritan service. An honorary member is not considered in any club awards programs. An honorary member will be exempt from the payment of club dues, but shall pay national and district dues, if applicable. Except as stated above, an honorary member shall have all rights, privileges, and benefits of Ruritan membership.
- D. **Ruritan Forever.** Ruritan Forever membership is a perpetual life plan to honor either a living or deceased member in perpetuity by establishing an endowment fund that will provide dues income during and after the lifetime of the participant. The fee for this plan is controlled by the BOD. A Ruritan Forever plaque and a Ruritan Forever pin will be presented to a living Ruritan Forever member, and a Ruritan Forever plaque will be presented to an

- appropriate family member to memorialize a deceased Ruritan Forever recipient. Ruritan Forever status may be conferred upon any active, associate, honorary, or deceased member.
- E. Youth.** Youth members will be age 19 and under and shall be active, honorary, or associate members of adult clubs.
 - F. Ruri-Teen.** Ruri-Teen members shall be youth not exceeding the age of nineteen.
 - G. College.** Age is not a factor regarding full-time college members.
 - H. Affiliate.** Ruritan Affiliate Members shall be comprised solely of members who have dropped from a local Club but want to remain affiliated with Ruritan. Affiliate members will not be associated with any Club or District. The Affiliate member will not be a voting member. The purpose of Affiliate Membership is to allow members to maintain contact with Ruritan and continue to support this organization. Affiliate members can choose to change to a regular Club member at any time upon approval of a local Club.

Section 4. Dues and Fees

- A. Annual Dues.** The amount of annual national dues per member of each club shall be determined by the BOD provided requirements set forth below are met.
- B. Dues Adjustment.** Any increase in dues shall not become effective until approved by a two-thirds vote of the delegates at the next Ruritan National Convention. Notice of such proposed dues increase shall be communicated to all members by any appropriate means at least 30 days prior to the Ruritan National Convention.
- C. Youth/College Member Dues Reduction.** The BOD may reduce the dues payable by youth or college members of adult clubs. As stated herein, youth membership applies to members 19 years of age or younger who are members of adult clubs. Full-time college students who are members of an adult club will pay the same dues as a youth member.
- D. Dues Payment.** Each member shall pay national dues quarterly in advance to the Treasurer of Ruritan National through their respective club.
- E. Dues Payment Dates.** Membership dues shall be billed on the 1st day of each quarter and payable to Ruritan National no later than the last day of January, April, July, and October. Any club which fails to pay its financial obligations to this organization, in accordance with these bylaws, may be subject to disciplinary action up to and including suspension of its charter.
- F. Membership Year.** The membership year shall be January 1 through December 31.
- G. Affiliate Member Dues.** Affiliate member annual national dues shall be equal to those determined by the BOD for Active Adult members.

ARTICLE IV

Divisions

Section 1. Divisions. The divisions of Ruritan National shall be districts, zones, areas, state associations, or other associations, adult clubs, Ruri-Teen clubs, and college clubs.

Section 2. Districts.

- A. Member clubs.** The member clubs and the geographical areas in which they are located shall be divided by the BOD into divisions as deemed advisable for effective work and service. Said divisions shall be known as districts.
- B. Number of clubs.** No district will be created by the BOD with less than 20 clubs.
- C. District cabinet.** Each district shall be governed by a district cabinet of which the district governor shall be the chair. The cabinet structure shall be composed of voting members as stated in the District Bylaws.
- D. Convention.** Each district shall have an annual convention in November or December. However, a district may hold their convention during the month of October providing that all clubs have met prior to the date of the convention.
 - 1. Scheduling.** The district cabinet shall be responsible for scheduling the district convention.
 - 2. Delegates – Adult Clubs.** Each adult club shall be entitled to one (1) delegate to the district convention for each 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. In the absence of any club delegate from the floor of the district convention, the alternate delegate from the club of the absent delegate shall be entitled to vote.

3. **Delegates at Large.** The voting members of the cabinet shall be delegates at large to the district convention and shall be entitled to participate and vote therein.
 4. **Delegates - Ruri-Teen and College Clubs.** Ruri-Teen and college clubs will be entitled to two (2) delegates each to a district convention.
 5. **Election and Installation of Cabinet Members.** 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 secretary and treasurer or secretary/treasurer, and each zone may at the discretion of the district cabinet elect its own zone governor. All district officers will assume duties on January 1st of the calendar year following the district convention.
- E. Vacancy in Office.** 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 Lt. governor shall immediately succeed to the office of district governor for the unexpired term. In the event the Lt. governor declines to accept the position of district governor, the district cabinet will elect the district governor.
- F. District Dues.** Each district may establish its own district dues. The amount of dues per member of each club shall be determined by the district cabinet provided any increase in dues shall not become effective until approved by a two-thirds vote of the delegates at the next district convention. Notice of such proposed dues increase shall be sent to the president of each club in the district at least 30 days prior to the start of said convention.
- G. Dues Refund.** Ten percent 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.

Section 3. Zones. 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 furnished to the Ruritan National Executive Director. These divisions will be known as zones and be supervised by zone and Lt. zone governors. Districts make the determination whether or not to have Lt. zone governors.

Section 4. Areas. Areas shall be established in wide geographical areas where the number of clubs is not sufficient to create a district under the rules established by the BOD.

Section 5. State Associations. States having two or more districts may form associations and hold meetings. State associations may adopt bylaws, provided such bylaws do not conflict with the bylaws of Ruritan National.

Section 6. Other Associations. Other associations maybe formed as deemed appropriate by the BOD. Other associations may adopt bylaws, provided such bylaws do not conflict with the bylaws of Ruritan National.

Section 7. Adult Clubs.

- A. Authority.** The BOD of Ruritan National shall have full power and authority to charter Ruritan clubs.
- B. Name.** Each club should be known as "The.....Ruritan Club.
- C. Application for Charter.**
 1. Application for a club charter shall be addressed to the Ruritan National Executive Director on a form provided for that purpose and signed by not less than 16 persons eligible for membership. Thereupon, a charter may be issued and signed under seal by the Ruritan National President.
 2. 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.
- D. Charter Fee.** Each club applying for membership in this organization shall pay to Ruritan National a charter fee of \$50.00, which must accompany the application for the charter.

Section 8. Ruri-Teen/College Clubs.

A. Ruri-Teen

1. Ruri-Teen clubs are the same as all other Ruritan clubs, except its members shall be youth not exceeding the age of nineteen, and clubs shall not be required to meet during summer months.
2. The purpose of Ruri-Teen clubs is to promote community service.

B. College Clubs.

1. College clubs are the same as all other Ruritan clubs, except age is not a factor for its members, and clubs shall not be required to meet during summer months.
2. The purpose of college clubs is to promote community service.

C. Fees – Ruri-Teen/College Clubs. Fees for Ruri-Teen and college clubs shall be determined by the BOD.

Section 9. Ruritan National Foundation.

- A. Establishment of.** The Ruritan National Foundation was established in January 1968.
- B. Purpose.** 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.
- C. Administered by.** The Ruritan National Foundation shall be administered by a board to be known as the Ruritan National Foundation Trustees.
- D. Board of Trustees.** Ruritan National Foundation Board of Trustees shall consist of five (5) persons, which shall meet at least three (3) times annually.
- E. Election.** One trustee will be elected at each annual convention of Ruritan National.
- F. Term of office.** Trustees will serve for a full term of five (5) years.
- G. Eligibility.** While serving a term of office, each trustee must be and remain an active member of a Ruritan club. 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.
- H. Vacancies.** Vacancies on the Board of Trustees caused by death, resignation, or otherwise shall be filled by the BOD until the next Ruritan National Convention and at such convention any vacancy or vacancies shall be filled by election for such unexpired term or terms.
- I. Removal from office.** 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 10 days' notice is given to said trustee to be removed. Such removal shall be by majority vote of the entire membership of the Board of Trustees voting at said special or regular meeting.
- J. Relationship with BOD.** The relationship between Ruritan National and the Ruritan National Foundation shall be governed by the Ruritan National Foundation Articles of Incorporation and the bylaws of Ruritan National.

ARTICLE V

Officers

Section 1. Elected Officers. The elected officers of Ruritan National shall be a president-elect, a secretary, a treasurer, and twenty-one national directors. Once elected the officers must remain active members of Ruritan National.

Section 2. Qualifications. To be eligible for an office in Ruritan National a person shall be an active member in good standing of an adult club for at least five (5) years and have served one (1) term as a member of a district cabinet or one (1) term as an area zone governor.

Section 3. Term of Office.

- A. President.** The President-Elect after completing their term, shall be installed as President for a term of one (1) year.
- B. President-Elect.** Shall be elected annually in a manner prescribed in these bylaws and hold office for one (1) year.
- C. Secretary.** Shall be elected for a three (3) year term.
- D. Treasurer.** Shall be elected for a three (3) year term.

- E. **National Directors.** Twenty-one directors will be elected for a three (3) year term. Seven (7) will be elected for a full term each year with no more than two (2) elected for full terms from the same state in any one year.
- F. In the event an election cannot be held, all officers shall remain in place, regardless of term limits, until a successor to the office has been elected and installed.

Section 4. Vacancy in Office. In the event of a vacancy in the office of president, the president-elect shall immediately succeed to the office of president for the unexpired term. In the event of a vacancy in the office of President-Elect, a special election for President will be held at the next National Convention. Any other vacancy in office shall be filled by the BOD, who will appoint a qualified replacement to said office until the next Ruritan National Convention, at which time the vacancy shall be filled by election for the unexpired term.

Section 5. Removal from Office. Any person elected to office in Ruritan National may be removed from office by a three-fourths vote of the entire BOD at a meeting duly assembled and after a hearing before the BOD. Thirty days' notice for such meeting shall be given to the person in question with the reason(s) for such proposed action provided.

Section 6. Duties of Officers. The duties of the officers are set forth in the Handbook for National Officers, Directors, and Committees.

ARTICLE VI Nominations and Elections

Section 1. Nominations.

- A. **Nominating Committee.** Nominations for officers, directors, and foundation trustee shall be made at the Ruritan National Convention by the nominating committee.
- B. **Additional Nominations.** Additional nominations for all officers, directors, and foundation trustee may be made from the floor of the Ruritan National Convention.
- C. **Order on the ballot.** All nominees' names shall appear on the ballot in alphabetical order under the office to be filled.

Section 2. Election of Officers, Directors, and Foundation Trustee. The election shall be held during the Ruritan National Convention by using voting machines or paper ballots. The official program of the convention shall indicate the day and hours of election. Each certified delegate shall have one (1) vote for each office to be filled and one (1) vote for any other item on the ballot. Election of officers, directors, and foundation trustee shall require a plurality vote.

ARTICLE VII Meetings

Section 1. Conventions. Ruritan National shall hold an annual Ruritan National Convention at which time the officers, directors, and foundation trustee shall be elected. The date and place of Ruritan National Conventions will be determined by the BOD.

- A. **Call to Convention.** The call to convention, giving notice of the place, date, and time of the convention, shall be published in the spring, summer, and fall editions of the Ruritan National Magazine.
- B. **Voting Body.** The voting body of the Ruritan National Convention shall be composed of the following Ruritan members in attendance, who are certified delegates, and have paid the appropriate registration fee:
 1. **Members of the BOD**
 2. **Foundation Trustees**
 3. **All Past National Presidents (who are active members)**
 4. **District Governors**
 5. **Immediate Past District Governors**
 6. **Club Delegates**
 - a. Each adult member club shall be entitled to one (1) delegate for each five (5) members or major fraction thereof, provided that each member club shall be entitled to at least two (2) delegates at any Ruritan National Convention.
 - b. Each delegate shall be entitled to one (1) vote upon any question or at any election upon the floor of the Ruritan National Convention. 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.

7. **Ruri-Teen and College Delegates.** Ruri-Teen and college clubs' representation shall be limited to two (2) delegates.

ARTICLE VIII

Board of Directors (BOD)

Section 1. Composition. The members of the BOD shall be the president, president-elect, secretary, treasurer, national directors, and the immediate past national president.

Section 2. Duties.

A. Power and Authority. The governing body of Ruritan National shall be the BOD and the decisions of the BOD in all matters shall be final, subject to an appeal by a delegate at the Ruritan National Convention provided, that a written copy of said appeal shall be delivered to the Ruritan National Executive Director at least 30 days prior to the convention. The decision of the BOD shall only be reversed by two-thirds vote of the registered delegates.

B. Duties of the BOD. The BOD shall:

1. Formulate all policies essential to the welfare of Ruritan National.
2. Formulate basic policy concerning administration of the Ruritan National Office.
3. Have the books and accounts audited annually by a certified public accountant who shall be approved by the BOD.
4. Provide a detailed report of such audit to each member of the BOD annually.
5. Assign each officer and director, except the president and president-elect, to one or more Ruritan districts/areas, where each is a member of the district cabinet and is expected to attend district cabinet meetings.
6. Inform cabinet/area members of pertinent information from the BOD.
7. Be responsible for monitoring clubs in assigned districts/areas which are below charter strength or have delinquent debt. Quarterly written reports will be forwarded to the Ruritan National President explaining what action was taken with regards to above.
8. Promote growth and development with regards to the recruitment of new members and the organization of new adult, Ruri-Teen, and college clubs.
9. Consider and work to resolve all appeals from decisions of the BOD concerning disciplinary actions.
10. Assign other duties as are prescribed for the BOD by these bylaws, by the Ruritan National Convention delegates, adopted policy, or parliamentary authority.

Section 3. Meetings.

- A. Regular.** Regular meetings of the BOD shall be held three (3) times during each year, one (1) of which will be held at the Ruritan National Convention.
- B. Special.** Special meetings of the BOD may be called by the Ruritan National President, the Ruritan National Executive Committee, or by a majority of the members of the BOD.
- C. Observers.** With the exception of executive sessions, members of Ruritan National may attend meetings of the BOD as observers.

Section 4. Quorum. A majority of the BOD shall constitute a quorum.

Section 5. Vote required. In accordance with the requirement of the statute under which Ruritan National is incorporated, adoption of a main motion requires the affirmative vote of a majority of the members of the BOD present, except as otherwise set forth herein.

ARTICLE IX

Executive Committee (EXCOM)

Section 1. Composition. The members of the EXCOM shall be the president, who shall serve as chair, president-elect, secretary, treasurer, and immediate past national president. The Ruritan National Executive Director shall serve as an advisor to this committee. In the event the immediate past national president cannot serve, the remaining members of the committee shall fill the vacancy by appointment of a past national president for the remainder of the term.

Section 2. Duties.

- A. Authority between Board Meetings.** The EXCOM shall exercise the authority of the BOD between meetings of the BOD but only to the extent necessary to take action on unanticipated

business that requires action between BOD meetings and action taken is not contrary to the instructions of the BOD.

B. Other Duties. The EXCOM shall also:

1. Review all phases of Ruritan activity and make recommendations to the BOD as they may deem appropriate.
2. Cooperate with the Ruritan National Executive Director in implementing policies and plans formulated by the BOD.
3. Study and make recommendations to the BOD on all items of business not assigned to another committee.
4. Review the status of all clubs prior to the January BOD meeting and recommend appropriate action at that time.

ARTICLE X

BOD/National Convention Committees

The BOD shall adopt policies with regard to committees as appropriate and from time to time. The identities and duties of BOD Standing Committees are set forth in the Handbook for National Officers, Directors, and Committees, and the identities and duties of National Convention Committees are set forth in the National Convention Guidelines Handbook.

ARTICLE XI

Electronic Meetings

The BOD, EXCOM, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as a quorum is present and all members in attendance can simultaneously participate (by whatever means) during the meeting. All other guidance from the bylaws and board policy applies to meetings of committees and board of directors.

ARTICLE XII

Discipline of Clubs/Members

Section 1. Disciplinary Action/Procedures.

- A. Any member club that fails to conform to these bylaws or that fails otherwise to conform to the accepted standards for clubs may have its charter and membership suspended or revoked or may otherwise be disciplined by a two-thirds vote of the BOD.
- B. If the BOD suspends or revokes a charter or takes disciplinary action against a club, within 15 days thereof, the Ruritan National Executive Director shall send a copy of the charges and the action taken by the BOD to the last reported president and secretary of the club.
- C. Within 60 days from the date of mailing the notice, the club may file with the Ruritan National Executive Director a written appeal to the BOD. The club may also request in writing to appear before the BOD.
- D. The BOD, either at its next regularly scheduled meeting, or at a specially called meeting, will take up any appeal properly filed herein.
- E. The Ruritan National Executive Director shall send by registered mail to the last reported president and secretary of said club a notice of final decision made by the BOD within 15 days after such decision.
- F. Upon final determination of revocation of the charter, and if the club is incorporated, said corporation shall be dissolved in accordance with the applicable state law; or in the event the corporation is not dissolved within 120 days, Ruritan National has the right to proceed with dissolution.
- G. Any club which shall be as much as nine (9) months in arrears in the payment of national dues may be temporarily suspended pending action by the BOD. 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 dues. Any club in arrears of national dues as much as 15 months shall forfeit its charter upon action of the BOD.

ARTICLE XIII

Administrative Operations

Section 1. Headquarters. The Ruritan National Office shall be located in Pulaski County, Virginia, at a facility already owned and operated by the parent organization.

Section 2. Executive Director. The conduct of business at headquarters shall be under the direction of an Ruritan National Executive Director.

- A. Accountability.** The final authority to hire and/or terminate rest with the entire BOD. The BOD delegates to the EXCOM the authority to negotiate and approve the Ruritan National Executive Director's employment agreement, with the understanding that the BOD be informed of general terms of the agreement and that individual BOD members shall have the opportunity to review the agreement in the presence of the Ruritan National President or Executive Director or the Corporate Attorney.
- B. Evaluation.** The EXCOM, along with input from other BOD members, will evaluate the performance of the Ruritan National Executive Director in November each year and report the evaluation to the BOD at the BOD meeting held in conjunction with the Ruritan National Convention.
- C. Duties.** Be responsible for the employment of pertinent personnel as required to carry out the duties of the headquarters office provided that such employment falls within the constraints established by the budget and personnel policies established by the BOD. Perform such other duties as stated in the Ruritan National Bylaws, Ruritan National Standing Rules, Standing Rules of the BOD, personnel policies, and other duties set forth in his/her job description. The full duties and job description of the Ruritan National Executive Director are set forth in the Handbook for National Officers, Directors, and Committees.

Section 3. The fiscal year shall be from October 1 through September 30.

ARTICLE XIV Indemnification

Ruritan National shall indemnify, defend, and hold harmless any director, officer, employee, or agent from and against any loss, liability, damage, fine, judgment, penalty, attachment, cost, or expense, including attorneys' fees and costs arising from any demands, claims, or lawsuits against such director, officer, employee, or agent as a result of or relating to his or her capacity, actions, or omissions as a director, officer, employee, or agent with regard to activities taken on behalf of Ruritan National or for the benefit of Ruritan National, in a manner consistent with Title 13.1, Chapter 10, Article 9 of the Code of Virginia (1950), as amended, provided that the acts or omissions of such director, officer, employee, or agent giving rise to the claim for indemnification do not constitute bad faith, fraud, willful, wanton, or intentional misconduct, gross negligence, or a knowing violation of the criminal law by the person or persons seeking indemnification. In the event of a settlement of any such action, suit, or proceeding, the indemnification herein shall apply only when the BOD approves such settlement and reimbursement as being in the best interest of Ruritan National.

ARTICLE XV Parliamentary Authority

The rules contained in the newly revised edition of Robert's Rules of Order 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 which Ruritan adopts.

ARTICLE XVI Amendment of Bylaws

Amendments to these bylaws shall only be made at a Ruritan National Convention by two-thirds vote of the delegates present and voting, providing the proposed amendments shall have been presented to and approved by the BOD. Notice of any proposed amendment approved by the BOD shall be published in the Ruritan National Magazine at least 30 days before the opening of the next scheduled Ruritan National Convention.

End