

BYLAWS
OF
ROTARY CLUB OF CENTRAL MELBOURNE-SUNRISE
INCORPORATED

November 21, 2011

As adopted at the Special General Meeting on December 13, 2011

BYLAWS OF ROTARY CLUB OF CENTRAL MELBOURNE – SUNRISE INC.

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BYLAWS OF ROTARY CLUB CENTRAL MELBOURNE-SUNRISE INCORPORATED

ARTICLE 1 – DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Board: The Board of Directors of this Club.
2. Director: A member of this Club's Board of Directors
3. Member: A member, other than an honorary member, of this Club.
4. RI: Rotary International
5. Year: The twelve month period which begins on 1 July.

ARTICLE 1A – FURTHER DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Fiscal Year: a Year.
2. General Meeting: a General Meeting of the members held in accordance with Articles 6 and 25 of the Rules.
3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 10 of the Rules.
4. The Act: the Associations Incorporation Act of the State.
5. The Regulations: the Regulations made under the Act.
6. Club Section: those Articles of the Rules other than the Constitution Section.
7. Constitution Section: those Articles of the Rules comprising Article 1 to Article 20 (both inclusive).
8. Secretary: (a) the person holding office under the Rules as secretary of the Club; or
(b) if no such person exists, the public officer of the Club until a secretary is appointed under the Rules.
9. Rules: the Rules of this Club as amended from time to time.
10. Chair: the Chairperson.
11. RI Official Magazine: The Rotarian or Rotary Down Under.
12. State: the State or Territory in which the Club is incorporated.
13. Local Laws: the laws of the State.
14. Governor: the District Governor.
15. Corporations Act: the Corporations Act 2001 (Commonwealth).

ARTICLE 2 – BOARD

The governing body of this Club shall be the Board consisting of such number of members of this Club as is provided for in accordance with Article 28, Section 1 of the Rules of this Club namely that number of directors who are elected in accordance with Article 28 Section 1 and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer and the immediate past-president.

ARTICLE 3 – ELECTION OF DIRECTORS AND OFFICERS

Section 1 Transferred to Article 28 Section 1 of the Rules of this Club.

Section 2 Transferred to Article 28 Section 2 of the Rules of this Club.

Section 3 Transferred to Article 28 Section 3 of the Rules of this Club.

Section 4 Transferred to Article 28 Section 4 of the Rules of this Club.

Section 5 Nominating Committee

If a Nominating Committee is established by this Club the following procedures apply to its constitution and operation.

(a) Function of the Nominating Committee

The Nominating Committee's function is to recommend the nomination of a member to fill the position of each of the Officers of this Club (excluding the Sergeant-at-Arms) required to be filled at the meeting specified in Article 28 Section 1 of the Rules.

(b) Members of the Nominating Committee

The Nominating Committee will comprise of the president, the president-elect, three preceding presidents of this Club who are appointed by the president and who consent to that appointment, plus two other members of this Club. Nominations shall be called for those two positions. If the number of nominations received by the secretary for those positions on the Nominating Committee is more than two then a ballot to fill those two positions will be held during a general meeting of this Club.

(c) Term of Nominating Committee

The Nominating Committee shall serve until the appointment of the next Nominating Committee.

(d) Chair

The Nominating Committee will appoint a chair at its first meeting and all decisions of the Committee shall be by majority vote.

(e) Meeting of Nominating Committee

The Nominating Committee will meet not later than three (3) weeks before the meeting specified in Article 28 Section 1 of the Rules. (7 weeks before the AGM.)

(f) Recommendations of Nominating Committee

Prior to the meeting specified in Article 28 Section 1 of the Rules the Nominating Committee shall advise the president in writing of its recommendations and the president shall cause those recommendations to be published to the members before the commencement of that meeting. (4 weeks before the AGM.)

(g) Criteria of Recommendations

In respect of each office for which its recommendation is required the Nominating Committee shall recommend that member it considers to be most suitable to hold that office who is willing to accept nomination.

(h) Nominations

Every nomination for any position referred to in this Section must be in writing signed by the nominator and another member and carry an acceptance of that nomination signed by the member nominated. All nominations must be handed to the secretary before the conclusion of the meeting specified in Article 28 Section 1 of the Rules unless that time is extended by the Board. The Nominating Committee must ensure the nomination of every member recommended by it and the delivery of that nomination to the secretary within that time.

(i) Other Nominations

Notwithstanding the nomination of any member recommended by the Nominating Committee any member of the Club may nominate a member or members for election to the same office.

ARTICLE 4 – DUTIES OF OFFICERS

Section 1 Transferred to Article 30 Section 1 of the Rules of this Club.

Section 2 Transferred to Article 30 Section 2 of the Rules of this Club.

Section 3 Transferred to Article 30 Section 3 of the Rules of this Club.

Section 4 Transferred to Article 30 Section 4 of the Rules of this Club.

Section 5 Transferred to Article 30 Section 5 of the Rules of this Club.

Section 6 Transferred to Article 30 Section 6 of the Rules of this Club.

Section 7 Sergeant-at-Arms

The duties of the Sergeant-at Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the Board.

ARTICLE 5 – MEETINGS

Section 1 Transferred to Article 6 Section 2 of the Rules of this Club.

Section 2 Regular Meeting

The regular weekly meetings of this Club shall be held on Tuesdays at 7:15 am for 7:45 am.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to the Rules of this Club) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and presence must be evidenced by the member being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary club, or as otherwise provided in the Rules of this Club, Article 9 Sections 1 and 2.

Section 3 Transferred to Article 25 Section 3 of the Rules of this Club.

Section 4 Transferred to Article 25 Section 4 of the Rules of this Club.

Section 5 Transferred to Article 25 Section 5 of the Rules of this Club.

ARTICLE 6 – FEES AND DUES

Section 1 Transferred to Article 31 Section 1 of the Rules of this Club.

Section 2 Transferred to Article 31 Section 2 of the Rules of this Club.

ARTICLE 7 – METHOD OF VOTING

Transferred to Article 25 Section 7 of the Rules of this Club.

ARTICLE 8 – AVENUES OF SERVICE

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and New Generations Service. This Club will be active in each of the Avenues of Service.

ARTICLE 9 - COMMITTEES

Section 1 Appointment of Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. The president-elect, president and immediate past-president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of his or her year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing committees should be appointed as follows:

- **Membership**
This Committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image**
This Committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- **Administration**
This Committee should conduct activities associated with the effective operation of the Club.
- **Service Projects**
This Committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**
This Committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional standing and non-standing committees may be appointed as needed.

- (a) **Status of the President**
The president shall be ex-officio a member of all committees and, as such, shall have all privileges of membership thereon.
- (b) **The Business of a Committee**
Each committee shall transact its business as is delegated to it by these Bylaws and such additional business as may be referred to it by the president or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.

(c) **Role of the Chair**

Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and co-ordinate the work of the committee and shall report to the Board on all committee activities.

ARTICLE 10 – DUTIES OF COMMITTEES

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

ARTICLE 11 – LEAVE OF ABSENCE

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of this Club for no longer than twelve months.

ARTICLE 12 – FINANCES

Section 1 Transferred to Article 32 Section 1 of the Rules of this Club.

Section 2 Transferred to Article 32 Section 2 of the Rules of this Club.

Section 3 Transferred to Article 32 Section 3 of the Rules of this Club.

Section 4 Transferred to Article 32 Section 4 of the Rules of this Club.

Section 5 Transferred to Article 32 Section 5 of the Rules of this Club.

Section 6 Transferred to Article 32 Section 6 of the Rules of this Club.

ARTICLE 13 – METHOD OF ELECTING MEMBERS

Section 1 Transferred to Article 26 Section 1 of the Rules of this Club.

Section 2 Transferred to Article 26 Section 2 of the Rules of this Club.

Section 3 Transferred to Article 26 Section 3 of the Rules of this Club.

Section 4 Transferred to Article 26 Section 4 of the Rules of this Club.

Section 5 Transferred to Article 26 Section 5 of the Rules of this Club.

Section 6 Transferred to Article 26 Section 6 of the Rules of this Club.

Section 7 Transferred to Article 26 Section 7 of the Rules of this Club.

ARTICLE 14 – RESOLUTIONS

Transferred to Article 25 Section 8 of the Rules of this Club.

ARTICLE 15 – ORDER OF BUSINESS

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

ARTICLE 16 – AMENDMENTS

(a) Amending these Bylaws

These Bylaws may be amended in accordance with the provisions of the Act at any regular meeting of the Club, a quorum being present, by the affirmative vote of not less than two thirds - or such other fraction as is specified in the Act - whichever fraction is greater, of all voting members present and voting provided that notice of such proposed amendment shall have been sent to each member at least twenty one (21) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Rules of this Club and with the constitution and bylaws of RI.

(b) Requirements of the Act

If so provided by the Act, no amendment to these Bylaws has any force or effect until approved or otherwise accepted by the office-holder provided for that purpose under the provisions of the Act.

ARTICLE 17 – TRANSPARENCY

The Club supports the principle of transparency of its management proceedings subject to certain necessary constraints. The Board will determine at the first meeting each year the process by which the proceedings of the Board will be communicated to members during the year.

The information to be provided will include at least:

- Resolutions of the Board after allowing for non-disclosure of matters of a personal or confidential nature.
- Other information as determined from time to time by the Board.

The Board will publish the process decided upon with fourteen (14) days of the first meeting of the year. If the Board fails to publish such process within the period provided then the process applying shall remain for the time being the process by which the proceedings of the Board will be communicated to members during the year.
