**BYLAWS**

Of the

**Rotary Club of Bolton, Ontario, Canada**

**Article 1 Definitions**

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 that begins on July 1.

**Article 2 Board of Directors**

**Section 1** The governing body of this club shall be the Board of Directors consisting of a minimum of seven (7) members of this club, namely, the President, Vice-President (President-elect), Secretary, Treasurer, the immediate Past-President, and a minimum of two (2) directors. All positions, with the exception of the immediate Past-President, shall be elected on an annual basis in accordance with Article 3, Section 1, of these Bylaws. In addition to the duly elected members of the Board, the incoming Board of Directors, at its discretion, may appoint the Sergeant-At-Arms and/or one Past-President as a “Special Director” to the Board as full voting members.

**Article 3 Election of Directors and Officers**

**Section 1** At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President, Vice President, Secretary, Treasurer and Directors of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. The Board of Directors shall have previously determined the number of Directors to be elected. If it is determined to have a nominating committee, such committee shall be appointed as the club determines. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President, Vice President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall serve as members of the board as directors. The Vice President elected in such balloting shall serve as a member of the board as President-elect for the year commencing on the first day of July next following the election, and shall assume office as President on the first day of July immediately following the year of service on the board as President-elect.

**Section 2** The officers and directors, so elected, together with the immediate past president shall constitute the Board of Directors. Prior to the start of their term, the board of directors-elect shall meet and elect a member of the club to act as Sergeant-at-arms.

**Section 3** A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**Section 4** 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 4 Duties of Officers**

**Section 1 President:** It shall be the duty of the President to preside at meetings of the club and the board and to perform such other duties as ordinarily pertain to the office of President.

**Section 2 Immediate Past-President:** It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3 Vice-President (President Elect):** It shall be the duty of the Vice-President to serve as a director, preside at meetings of the club and board in the absence of the President and to perform such other duties as ordinarily pertain to the office of Vice-President.

**Section 4 Secretary:** It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the board, or club, dealing with resolutions before the board or club, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1st and April 1st of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, collect and remit to RI subscriptions to official magazines, and perform such other duties as usually pertain to the office of Secretary.

**Section 5 Treasurer:** It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of Treasurer. Upon retirement from the office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts or any other club property.

**Section 6 Sergeant at Arms:** The duties of the Sergeant at Arms shall include the recording of the attendance at meetings, providing make-up records for visiting Rotarians, and producing the monthly report of member attendance at the club meetings (which shall be forwarded to the District Governor within 15 days of the last meeting of the month). The duties of the Sergeant at Arms also includes verbally providing the meeting report to the club when called upon by the President or the appointed person in charge of the meeting. The Sergeant at Arms shall also carry out such other duties as may be prescribed by the President or the board.

**Article 5 Meetings**

**Section 1 Annual Meeting:** An annual meeting of this club shall be held in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. (Note: Article 6, Section 2 of the standard Rotary constitution provides that “an annual meeting for the election of officers shall be held not later that December 31.”)

**Section 2** The regular weekly meetings of this club shall be held on Monday, at 6:30 p.m. 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 by the board of directors of this club, pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting must be counted as present or absent, and attendance 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 standard Rotary club constitution.

**Section 3** A majority (50% +1) of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4** Regular meetings of the board shall be held once a month, on such a day as the board may determine. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5** A majority (50% + 1) of the board members shall constitute a quorum of the board.

**Article 6 Fees and Dues**

**Section 1** The admission fee shall be an amount to be determined by the Board and is to be paid before the applicant can qualify as a member.

**Section 2** The membership dues shall be an amount which shall include all Rotary International dues, plus local dues as determined by the board. The dues shall be per annum, payable quarterly on the first day of July, October, January and April. Each member shall understand that a portion of each quarterly payment shall be applied to each member’s subscription to the official RI magazine(s).

**Article 7 Method of Voting**

**Section 1** The business of this club shall be transacted *viva voce* except the election of officers and directors, which shall be by ballot. The board may also determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

**Article 8 Avenues Of Service**

**Section 1** 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 Youth Service. This club will be active in each of the Avenues of Service.

**Article 9 Committees**

**Section 1** 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, direction, and succession planning. Committee members can be appointed, when feasible, to the same committee for multiple 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 start of the year.

1. The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
2. Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the President and/or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

**Article 10 Duties of Committees**

**Section 1** The duties of all committees shall be established and reviewed by the president prior to the start of the year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.

**Section 2** 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 Leaves of Absence**

**Section 1** Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified time. (Note: Such a leave does not operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member’s attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent, except when that absence is authorized under the provisions of the club constitution and is not computed in the attendance record of the club.)

**Article 12 Finances**

**Section 1** Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall then stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall consist of two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** The treasurer shall deposit all funds of the club in some bank to be named by the board. The club funds shall be divided into two separate parts; club operations and charitable/service operations.

**Section 3** All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4** A thorough review of all financial transactions shall be made once each year by a qualified person (as so deemed by the board).

**Section 5** Officers having charge or control of club funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of the bond to be borne by the club.

**Section 6** The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members’ dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th; October 1st to December 31st; January 1st to June 30th; and April 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Article 13 Method of Electing Members**

**Section 1** The name of the prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

**Section 3** The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

**Section 4** If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following the publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on the matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not an honorary member), shall be considered to be elected to membership.

**Section 6** Following the election, the President shall arrange for the induction of the new member; the club secretary shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

**Section 7** The club may elect, in accordance with the club Constitution, honorary members proposed by the board.

**Article 14 Resolutions**

**Section 1** No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

**Article 15 Order of Business**

**Section 1** The Club shall establish a normal order of business for each meeting of the club, however, it should be noted, at the option of the presiding officer, this “order of business” may be changed to suit special conditions that exist at the time of the meeting.

**Article 16 Amendments**

**Section 1** These bylaws may be amended at any regular meeting, a quorum being present, by a two thirds vote of all members present, provided that notice of such proposed amendment shall have been sent to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

**Notes:**

Date of last revision: February 14, 2011

These Bylaws replace Club Bylaws approved February 17, 2003.

Bylaws based on Rotary International Recommended Club Bylaws, 2010.

These Bylaws approved by Board of Directors: February 14, 2011

These Bylaws approved by Club Assembly: