**BYLAWS**

Of the

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

**Article 1 Definitions**

1. Board The Board of Directors of this Club (comprised of officers and directors).
2. Officer President, Vice-President/President-elect, Secretary, Treasurer, immediate

 Past President

1. Director A Member of this Club’s Board of Directors (A member who carries portfolio

 of Club, International, Community, Vocational or Youth

1. Member A Member in good standing, other than an honorary member, of this Club.
2. RI Rotary International.
3. Fiscal Year The twelve month period that begins on July 1.
4. Proxy A vote, in writing by note, email or text will be acceptable

**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, namely, the President, Vice-President (President-elect), Secretary, Treasurer, the immediate Past-President (all officers) and a minimum of two (2) directors. The officers and directors, so elected, together constitute the Board of 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.

Tenure: Directors shall serve a term of one year from the date of the election. Directors shall take office directly after changeover meeting at which they are elected. Directors may serve consecutive years as approved by club up to a maximum of 4 years.

Payment: Directors are not paid but may be reimbursed for charges related to Rotary business.

**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, in writing by email or in person . 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 a business meeting before Jan 1. 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 next first day of July 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**  Conflicts of interest

A conflict of interest arises when an external observer could question whether a Director’s decision on behalf of the organization was influenced by interests other than those of the organization. Directors are expected to declare a potential conflict of interest before a vote. If the Board recognizes the declared conflict of interest, then the Director will recuse themselves from the vote and leave the meeting until after the vote. This means they must immediately let the Board know when they have a conflict. They must not be at any meeting when the conflict is being discussed. In the event of a majority vote by the Board of Directors, the conflicted Director must remove themselves while the conflict is being discussed. In the event of a split vote, the President shall have deciding vote.

**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 semi-annual 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 and accounting of all funds 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 for catering purposes. The duties of the Sergeant at Arms also includes verbally providing the meeting report ie draw results, foundation funds 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.

**Section 7** **On dissolution of the corporation funds** will go to another charity with substantially similar goals, or to government, or to a government agency as decided by the board and a majority vote from the club.

**Article 5 Meetings**

**Section 1 Annual Election 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 the membership shall be held on Monday, at 6:30 p.m. Due notice of any changes 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 with a reasonable percentage of club meetings either in person or online and is up-to-date with club dues as deemed by the board of directors.’

**Section 3** A majority (50% +1) of the membership shall constitute a quorum at the annual, special and regular meetings of this club. Proxy votes will be accepted.

**Section 4** Board Meetings 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, or special member meetings can be requested whenever deemed necessary, or upon the request of two (2) members of the Board, with at least 5 business days having been given by email. Business meetings are held quarterly with one specifically pertaining to the year-end financials and review.

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

**Section 6** Meetings can be attended in person or online. Voting will be acceptable by online email vote.

**Article 6 Fees and Dues**

**Section 1** The membership dues shall be an amount which shall include all Rotary International dues, plus district 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. A proxy vote will be accepted. Members or board must identify a conflict of interest and remove themselves from voting. Only members in good standing are eligible to vote. Honorary members are not eligible to 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, 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 in the bylaws and such additional business as may be referred 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 throughout 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 throughout the year as required 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 (July 1) or shortly thereafter, 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 board-approved bank. 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 one other signing officer or director (total of 2).

**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 if personally holding funds in trust for the club i.e. collection of funds for a specific charity, 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 Membership**

**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. The prospective member shall be requested to sign the membership application form and to permit his or her name and proposed classification to be published to the club.

**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 14 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.

**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 (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, 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.

**Section 8** Members are eligible to engage in all activities of the club i.e. voting, committee membership, nominations to the board.

**Section 9** Membership Termination – The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 11 of the Constitution, may appeal to the club, request mediation or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least 5 business days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

**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 50%+1 of all members present, provided that notice of such proposed amendment shall have been sent to each member at least ten business(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: May, 2011

These Bylaws replace Club Bylaws of February 2011

Bylaws approved by Board of Directors July, 2024

Bylaws approved by Club Membership: August, 2024