

Rotary Club of Kitchener Bylaws Revised January 1, 2017

BYLAW 1

A bylaw relating generally to the transaction of the business and affairs of “THE ROTARY CLUB OF KITCHENER ONTARIO INCORPORATED” (The “Club”) BE IT ENACTED as a bylaw of the Club as follows:

As used in this Bylaw, 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. Bylaws: The bylaws of this Club.
3. Director: A member of this Club’s Board of Directors.
4. Member: A member, other than an honorary member, of this Club.
5. RI: Rotary International.
6. Year: The twelve-month period which begins on 1 July.

Article I: Board of Directors

Section 1: Governing Body

The governing body of this Club shall be the Board constituted as the bylaws may provide.

The governing body of this Club shall be the Board of Directors consisting of 14 members of this Club. The president, vice-president, president-elect, 9 directors elected in accordance with Article II, Section 1 of these bylaws, and 2 directors appointed by the Board.

Section 2: Authority

The Board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3: Board Action Final

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 IX, Section 5, may either appeal to the Club 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 five (5) days prior to the meeting. If an appeal is taken, the action taken by the Club shall be final.

Article II: Election of Directors and Officers

Section 1: Election of Board

All members will be surveyed to determine their willingness to stand for election as a member of the Board. At any regular meeting of the Club held, not later than two weeks prior to the Annual Meeting in

December a Ballot shall be distributed to the members, listing all eligible and willing members of the Club, upon which each member shall be entitled to vote for up to eight candidates for election as directors. The Ballot may be mailed to the members prior to such regular meeting by either Canada Post or electronically. The names of the current President (who shall serve as Past-President ex-officio in the upcoming year), the current, President-Elect/First Vice-President (who shall serve as the President in the coming year) and the current Second Vice-President (who shall serve as the President-Elect/First Vice-President in the coming year), will be excluded from the Ballot and the incoming president and one other member so excluded shall act as scrutineers.

Each member may vote for up to eight candidates on the Ballot and the nine candidates securing the highest number of votes on the Ballot shall be declared elected.

In case of a tie for the ninth place on the Ballot, the choice shall be made by lot under the direction of the current President-Elect/First Vice-President.

Section 2: Terminology

Throughout these bylaws the terms First Vice-President and President-Elect are synonymous and refer to the same position.

Section 3: Appointment of Second Vice-President, Secretary and Treasurer

The Second Vice President will be appointed by the Board from the nine directors elected as in Section 1 of this Article, above and will serve as the President-Elect in the subsequent year. The current President-Elect shall serve as the President in the subsequent year.

The Board of directors will appoint a Secretary, Assistant-Secretary, Treasurer and Assistant-Treasurer from the remaining members of the Board.

Section 4: Vacancy on the Board

A vacancy in the Board of directors or any office may be filled by action of the remaining members of the Board.

Section 5: Vacancy of an Officer-Elect or Director-Elect

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.

Section 6: Term of Office

All Board members and officers serve a one year term in the designated position.

Article III: Directors and Officers

Section 1: Officers

The Club officers shall be the Past-President, President, President-Elect, Second Vice-President, Secretary, and Treasurer.

Section 2: Qualifications

Each officer and director shall be a member in good standing of this Club. The President-Elect shall attend the district Presidents' -Elect Training Seminars and the District Assembly unless excused by the governor-elect. If so excused, the President-Elect shall send a designated Club representative who shall report back to the President-Elect.

Article IV: Duties of Officers

Section 1: President

It shall be the duty of the President to preside at meetings of the Club and of the Board and to perform such other duties as ordinarily pertain to this office. He/she will meet at least once a year with available Past Presidents to consider possible candidates for District Governor nominee and to discuss the general welfare of the Club.

Section 2: President-Elect/First Vice-President

It shall be the duty of the President-Elect to preside at meetings of the Club and of the Board in absence of the President and to perform such other duties as ordinarily pertain to this office. The President-Elect assumes the office of the President in the subsequent year.

Section 3: Second Vice-President

It shall be the duty of the Second Vice-President to preside at meetings of the Club and of the Board in the absence of the President and President-Elect and to perform other such duties as ordinarily pertain to this office. The Second Vice-President assumes the office of the President-Elect in the subsequent year.

Section 4: Secretary

It shall be the duty of the Secretary or designate to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, and Board, record and preserve the minutes of such meetings, make the required reports for Rotary International, including semi-annual reports of membership, the report of changes of membership, the monthly report of attendance at Club meetings, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform other such duties as usually pertain to this office. Note: Certain of these duties may be performed by an Administrative Assistant employed by the Club.

Section 5: Assistant-Secretary

It shall be the duty of the Assistant-Secretary to assist the Secretary in all his/her duties and in his/her absence assume his/her duties.

Section 6: Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club annually and at any other time upon demand by the Board of directors and to perform such other duties as normally pertain to the office. Upon retirement from his/her office he/she shall turn over to his/her successor or to the President all funds, books of account or any other Club property in his/her possession.

Section 7: Assistant-Treasurer

It shall be the duty of the Assistant Treasurer to assist the Treasurer in all his/her duties and in the Treasurer's absence to assume his/her duties.

Article V: Meetings

Section 1: Club Meetings

The regular weekly meetings of this Club shall be held on Monday at 12:15 p.m. ("the regular meetings") unless otherwise determined by the Board, except meetings of a satellite club formed by the Club (a "Satellite Club"). Meetings of a Satellite Club shall be held at least twice a month at a time and place designated by the Board or by the Satellite Club. If a statutory holiday falls on a regular meeting day, the regular meeting will be cancelled and appropriate notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club. For good cause, the Board of directors of this Club may change a regular meeting to any day between the one so canceled and the next regularly scheduled meeting. The Board may cancel a regular meeting for a good cause.

Section 2: Annual Meeting

An Annual Meeting of this Club shall be held in December of each year.

Section 3: Quorum for Club Meetings

One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4: General Meeting Requisitioned by the Members

The Directors shall call a General Meeting of the Members if at least one-third of the Members of the Club request that a General Meeting be called. Those Members requesting a General Meeting shall state in a requisition signed by them the general nature of the issues to be addressed at the Meeting. The requisition shall be deposited at the Head Office of the Club.

Section 5: Board Meetings

Regular meetings of the Board shall be held monthly. Special meetings of the Board may be called by the President, whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

Section 6: Quorum for Board Meetings

A majority of the Board members shall constitute a quorum of the Board.

Section 7: Resolutions and Voting at Meetings of the Board of Directors

The Directors must vote on any resolution made at Meetings of the Board of Directors.

The President may vacate the chair to participate fully in the discussion of and voting on a motion. In such a case the President-Elect shall take the chair.

Resolutions are decided by a majority of votes. The President may vote to break a tie. Voting is done by a

show of hands. Voting on a resolution or for a Meeting shall be done by ballot if a Director in attendance requests that.

Section 8: Statement of Resolution

A statement by the President or an entry in the minutes of the Meeting that a resolution has been passed are proof of that fact without proof of the number of votes cast or of the proportion of the votes for or against any resolution.

Article VI: Membership

Section 1: General Qualifications

This Club shall be composed of persons 18 years of age or older of good character.

Section 2: Kinds

This Club shall have two kinds of membership, namely: active and honorary. Satellite Club members are active members of the Club.

Section 3: Active Membership

A person possessing the qualifications set forth in Article V, Section 2 of the RI constitution may be elected to active membership in this Club.

Section 4: Transferring or Former Rotarian

A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring of a former member of a club being proposed to active membership under this section may also be proposed by the former club.

Section 5: Dual Membership

No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this Club. No person shall simultaneously hold active membership in this Club and membership in a Rotaract Club.

Section 6: Honorary Membership

(a) Eligibility for Honorary Membership

1. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be awarded an honorary membership in this Club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.
2. Persons elected or appointed to public office for a specified time shall be eligible for honorary membership in this Club during the period of time such person serves in that office.

3. Persons holding senior positions or offices in universities, colleges, or other institutions of higher education may become honorary members in this Club during the period of time such person serves in that office.
4. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

(b) *Rights and Privileges.*

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No honorary member of this Club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7: Rotary International Employment

This Club may retain in its membership any member employed by Rotary International.

Section 8: Police Vulnerable Sector Checks

a) *Members inducted prior to July 1, 2014*

Members inducted prior to July 1, 2014 are requested and strongly encouraged to submit a completed Police Vulnerable Sector Check.

b) *Members inducted on or after July 1, 2014*

- 1) As of July 1, 2014 all new members being inducted into the club must have a Police Vulnerable Sector Check completed and submitted prior to their induction.
- 2) Police Vulnerable Sector Checks issued for other organizations within one year prior to the date of submission to our club will be accepted. This is to be accompanied by an Offence Declaration (see Section 8 b) 4)) covering the time from the date of issue of the Police Vulnerable Sector Check to the date of submission.
- 3) The cost of obtaining the Police Vulnerable Sector Check, including any additional cost for follow up fingerprint checks will be covered by the club. Members or inductees are to pay for the Police Vulnerable Sector Check and submit a receipt for reimbursement. Members will be provided with a letter on club letterhead indicating they are a member of the club so that the "Volunteer" fee, and not the "Employer" fee, will be charged.
- 4) Each year, for a four-year period from the date of the initial PVSC submission, members will be required to complete and submit an Offence Declaration indicating that either no criminal convictions have occurred during the previous year or listing all criminal convictions that have occurred in that time frame.
- 5) On the fifth year following the submission of a Police Vulnerable Sector Check a new Check will be required.

c) *Submission and Review of Forms / Confidentiality é Privacy Officer*

- 1) A Privacy Officer for the club will be appointed by the Board of Directors to serve for a three-year term (renewable).
- 2) Police Vulnerable Sector Checks and Offence Declarations are to be submitted to, and reviewed by, the Privacy Officer.
- 3) In the case of a null report, the Police Vulnerable Sector Check and/or Offence Declaration will be returned to the member forthwith.

- 4) The Privacy Officer will maintain the records of Police Vulnerable Sector Checks and Offence Declarations submitted.
 - 5) All information contained in Police Vulnerable Sector Checks or Offence Declarations submitted to the club will be kept in strictest confidence. With the exception of the circumstances outlined in section 8 d), only the Privacy Officer will view the Police Vulnerable Sector Checks or Offence Declarations submitted.
- d) Review of Police Vulnerable Sector Checks and Offence Declarations Forms Containing Information*
- 1) A criminal conviction or other reported information on a Police Vulnerable Sector Check or Offence Declaration does not automatically preclude an individual from being a member of the club.
 - 2) Reports or Declarations being submitted containing reported information will be shared with the club President. The President and the Privacy Officer will meet with the member or inductee to discuss the implications of the reported information to the member's or inductee's involvement in Rotary. The President and Privacy Officer will make a determination as to the member's or inductee's membership in Rotary; selecting one of the following outcomes:
 - i. The member or inductee will be allowed to remain a member or become a member of the club.
 - ii. If currently a member, he or she will be asked to submit a resignation and if failing to do so have his or her membership in the club terminated as per the Club By-Laws.
 - iii. If currently an inductee, will be denied membership in the club.
 - 3) At the conclusion of this phase of the process the original Police Vulnerable Sector Check and/or Offence Declaration will be returned to the member or inductee.

Article VII: Classifications

Section 1: General Provisions

(a) *Principal Activity*

Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.

(b) *Correction or Adjustment*

If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2: Limitations

This Club shall not elect a person to active membership from a classification if the Club already has five or more members from that classification, unless the Club has more than 50 members, in which case, the Club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the Club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the Club may continue the member's membership under the new classification notwithstanding these limitations.

Article VIII: Attendance

Section 1: Regular Attendance at Meetings

Each member should attend this Club's regular meetings, except Satellite Club members should attend the meetings of their Satellite Club (the "Satellite Club's meetings"). A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable.

Section 2: Make-Up Credits

Members may make up for an absence in any of the following ways:

(a) *14 Days Before or After the Meeting*

If, within fourteen (14) days before or after the regular time for that meeting, the member

- (1) attends at least 60 percent of the regular meeting of another club or of a provisional club or an online club; or
- (2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps; or,
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary Institute for past, present, and Incoming officers of RI, or any other meeting convened with the approval of the Board of directors of RI or the president of RI acting on behalf of the Board of directors of RI, a Rotary multi-zone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or,
- (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or,
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board; or,
- (6) attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

Additional credits can be given when participating on a Rotary trip that requires missing a regular Rotary Club of Kitchener meeting, equivalent to the number of meetings missed while on such business.

(b) *At the Time of the Meeting*

If, at the time of the meeting, the member is (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section: or (2) serving as an officer or member of a committee of RI, or a trustee of the Rotary Foundation; or (3) serving as the special

representative of the district governor in the formation of a new club; or (4) on Rotary business in the employ of RI; or (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation sponsored service project in a remote area where making up attendance is impossible; or (6) engaged in Rotary business duly authorized by the Board which precludes attendance at the meeting.

(c) *Extended Absence on Out-posted Assignment*

If the member, while working within the member's own country of residence for an extended period on an out-posted assignment and with the mutual agreement of the member's club and a designated club, attends meetings of the designated club.

Upon providing proof of attending a make-up meeting as listed in subsections (a), (b) or (c) above the member shall receive one or more attendance credits as stipulated. The member will be given one or more meal credits as stipulated if costs are incurred.

No additional credit or reimbursement will be made if the member attends a club where meal costs are in excess of the Rotary Club of Kitchener meal costs.

Section 3: Excused Absences

A member's absence shall be excused if

- (a) the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reasons which it considers to be good and sufficient; or,
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the Club secretary in writing of the member's desire to be excused from attendance and the Board has approved; or,
- (c) the Board may approve a leave of absence for up to one year to recognize special circumstances. The member will continue to pay dues and RI Foundation commitments during such leave.

Section 4: RI Officers' Absences

A member's absence shall be excused if the member is a current officer of Rotary International.

Section 5: Attendance Records

Any member whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figure used to compute this Club's attendance nor shall such absences or attendances be used for that purpose.

Article IX: Duration of Membership

Section 1: Period

Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

Section 2: Termination - Non-payment of Dues

(a) *Process*

Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten

(10) days of the date of notification, membership may terminate, subject to the discretion of the Board.

(b) *Reinstatement*

The Board may reinstate the former member to membership upon the former member's petition and payment of the member's indebtedness to this Club to the satisfaction of the Board.

Section 3: Termination - Non-Attendance

(a) *Attendance Percentages*

A member must

(1) attend or make up at least 50 percent of Club regular meetings in each half of the year' except members of a Satellite Club must attend at least 50 percent of the Satellite Club's meetings in each have of the year;

and

(2) attend at least 25 percent of this Club's regular meetings in each half of the year, except for members of a Satellite Club must attend at least 25 percent of the Satellite Club's meetings in each half of the year.

If a member fails to attend as required, the member's membership shall be subject to termination unless, at the Board's discretion, the Board consents to such non-attendance for good cause.

Section 4: Termination - Other Causes

(a) *Good Cause*

The Board may terminate the membership of any member who ceases to have the qualifications for membership in this Club or for any good cause by a vote of not less than two-thirds of the Board members, at a meeting called for that purpose.

(b) *Notice*

Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days written notice of such pending action and an opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

Section 5: Right to Appeal or Arbitrate Termination

(a) *Notice*

Within seven (7) days after the date of the Board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the Club or to arbitrate as provided in Article XIX.

(b) *Date for Hearing of Appeal*

In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular Club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) *Arbitration*

In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

(d) *Appeal*

If an appeal is taken, the action of the Club shall be final and binding on all parties and shall not be subject to arbitration.

(e) *Decision of Arbitrators or Umpire*

If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Section 6: Board Action Final

Board action shall be final if no appeal to this Club is taken and no arbitration is requested.

Section 7: Resignation

The resignation of any member from this Club shall be in writing, addressed to the president. The resignation shall be accepted by the Board if the member has no indebtedness to this Club.

Section 8: Forfeiture of Property Interest

Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Club.

Article X: Fees, Dues and Meal Costs

Section 1: Induction Fee

The prescribed induction fee, as determined by the Board, shall be paid before an applicant can qualify as a member of this Club. The Board has the discretion to waive or reduce the Induction Fee.

Section 2: Annual Dues

The annual membership dues shall be as determined by the Board of directors from time to time. They shall be paid quarterly on the first day of July, October, January, and March. A portion of each quarterly payment shall be applied to each member's subscription to the Rotarian Magazine.

Section 3: Meal Costs

Members are responsible for payment of the set cost of meals provided at meetings as follows:

- (a) Members, except as noted in (b) following, and except Satellite Club Members, will receive an invoice on a quarterly basis for the meal costs for meetings in the following quarter. This invoice shall be payable on receipt. Members will receive credit towards the following quarter when attendance is made up at other clubs. No refund will be provided for meetings which have been missed.
- (b) Members exempt from attendance will be charged for meals at each meeting attended.

Section 4: Fees for Members of the Clergy

Members of the Clergy shall be assessed fifty percent (50%) of the regular induction fee and annual dues. Meal cost will be assessed the same as other members.

Section 5: Satellite Club Fees

The Board has the discretion to set an annual fee to be paid by Satellite Club members in addition to annual dues, which fees shall be directed towards club administration and overhead expenses.

Article XI: Ceasing to be a Director

A person ceases to be a director of the Club upon his/her:

- (a) death;
- (b) resignation; or
- (c) removal.

Section 1: Resignation of Directors

A director may resign from office by giving notice of his/her resignation to the Secretary, or, in his/her absence, to any other officer. A resignation is effective when so received.

Section 2: Removal of Directors

A Director may be removed from office at a General Meeting of the Members when:

- (a) the Director has failed to meet the Qualifications of a Director of the Club;
- (b) notice has been given to the Members of:
 - i) the General Meeting, and of
 - ii) the intention to pass a resolution to remove the Director at that meeting, and
- (c) a resolution to remove the Director, stating the reason(s) for removal, has been passed at the General Meeting by at least two-thirds of the votes cast.

Article XII: Remuneration of Directors

Directors will not be paid for their duties.

Article XIII: Interested Director

Every director who is in any way directly or indirectly interested in a contract or a proposed contract with the Club shall:

- (i) declare his/her interest at the first Meeting of the Directors after which he/she became interested;
- (ii) request that his/her declaration be recorded in the minutes of that Meeting; and
- (iii) not vote on any resolution concerning the contract or the proposed contract.

Article XIV: Community, National, and International Affairs

Section 1: Proper Subjects

The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this Club and shall be proper subjects of fair and informed study

and discussion at a Club meeting for the enlightenment of its members in forming their individual opinions. However, this Club shall not express an opinion on any pending controversial public measure.

Section 2: No Endorsements

This Club shall not endorse or recommend any candidate for public office and shall not discuss at any Club meeting the merits or demerits of any such candidate.

Section 3: Non-Political

(a) *Resolutions and Opinions*

This Club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals*

This Club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Article XV: Method of Voting

The business of this Club shall be transacted by viva voce vote except the election of officers and directors, which shall be by ballot.

Article XVI: Committees

Section 1

(a) The President shall, subject to Board approval, appoint a Director to be liaison for the following phases of Club activities:

- Club Service
- International Service
- Community Service
- Vocational Service
- Foundation
- New Generations

Under each phase a committee or committees shall be formed by the President to carry out particular duties.

- (b) The President shall, subject to Board approval, appoint other such committees as he/she may deem necessary.
- (c) Each committee shall consist of a Chair, who shall be named by the President from the membership, and not less than two (2) other members.
- (d) The President shall be ex officio a member of all committees and, as such shall have all the privileges of membership thereon.
- (e) The President, having appointed Club committees, as provided in Sections 1(a) and (b) of this Article above, shall ensure that each Committee Chairman has a copy of the terms of reference for his/her committee as approved by the Board.
- (f) 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 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 and approved by the Board.

Article XVII: Proposal of Members

Section 1: Proposing of Candidates for Membership

The name of a candidate for membership in the Club, proposed by an active member of the Club, shall be submitted to the Board in writing on the approved Proposal Form, through the Club secretary or designate. A transferring or former member of another club may be proposed to active membership by the former club or a member of this Club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2: Approval of Candidates

The Board shall ensure that the candidate meets all of the classification and membership requirements of the Club Constitution and Bylaws. Upon approval of the candidate for membership in the Club by the Board, the name of the candidate and his/her intended classification shall be made known to the general membership for a minimum of ten days. Any member who has reason to believe the candidate should not be granted membership must indicate so, including the reasons, in writing, to the Board within 10 days of the notice of the candidate being given. If, after 10 days of notice of a candidate being given, no objections are received by the Board then the candidate shall be deemed approved for membership and his/her induction may proceed at the earliest opportunity as per the Club's operating procedures.

If an objection to membership of a candidate is received by the Board it will take the objection into consideration and determine whether or not the candidate is approved for membership.

Section 3: Induction Process

The Board shall, from time-to-time, set out in the Club's operations manual a process for induction of new members.

Article XVIII: Resolutions

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 XIX: Arbitration

Should any dispute arise between member or members, or a former member or members, and the Club, or any officer or the Board of the Club, relative to membership or to any alleged breach of the bylaws, or the expulsion of any member from the Club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only an active Rotarian may be appointed as umpire or arbitrators. The decision arrived at by the arbitrators, or in the event of their disagreement, by the umpire, shall be final and binding on all parties.

Article XX: Amendments

These bylaws may be amended at any regular Club meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) day before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the Club constitution and with the constitution and bylaws of Rotary International.

Article XXI: Execution of Documents

Section 1: Generally

Subject to any other provisions elsewhere in the bylaws, the Letters Patent or any Supplementary Letters Patent, documents to be signed by the Club may be signed on its behalf by any two of the Club's officers. The Board may by resolution appoint any person to sign documents generally or to sign specific documents on the Club's behalf.

Section 2: Corporate Seal

Persons authorized to sign documents on the Corporation's behalf are required to impress the Corporate Seal on those documents requiring it.

Section 3: Books and Records

The Board shall regularly and properly keep all books and records of the Club required by law and by the bylaws.

Section 4: Contracts

The Board of Directors may by resolution authorize that contracts generally, contracts of a certain type, or specific contracts be entered into on behalf of the Club,

- (i) by the person or persons authorized to do so; and
 - (ii) on the terms stated,
- in the resolution.

Article XXII: Banking

Section 1: Authorized Persons

Any two of the officers of the Club are authorized to complete the banking for the Corporation.

Section 2: Financial Institution

The banking shall be conducted at the financial institution or institutions approved by resolution of the Board.

Article XXIII: Rotary Magazines

Section 1: Mandatory Subscription

Unless, in accordance with the bylaws of RI, this Club is excused by the Board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this Club by the Board of directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this Club and to the end of any six (6) month period during which membership may terminate.

Section 2: Subscription Collection

The subscription shall be collected by this Club from each member quarterly in advance, as part of the Club dues, and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the Board of directors of Rotary International.

Article XXIV: Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this Club, and on these conditions alone is entitled to the privileges of this Club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article XXIV: Arbitration

Should any dispute, other than as to a decision of the Board, arise between any current or former member(s) and this Club, any Club officer or the Board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled, upon a request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article XIX).

Article XXV: Interpretation

Throughout this bylaw, the terminology “mail,” “mailing,” and “ballot-by- mail” will include utilization of electronic mail (e-mail) and Internet technology to reduce costs and increase responsiveness.

Article XXVI: Bylaws

Section 1: Passing

A bylaw and an amendment, a repeal, or a re-enactment of a bylaw must be:

- (i) passed by a resolution of the Board of Directors; and,
- (ii) confirmed by a vote of two-thirds of the members attending at a General Meeting of the Members called for the purpose of considering the bylaw; or,
- (iii) if not confirmed in the meantime, then, confirmed at the next Annual Meeting of the Members.

Section 2: When Effective

A bylaw and an amendment, a repeal or a re-enactment of a bylaw is effective:

- (i) when passed and confirmed as in Part I; and
- (ii) until the next Annual Meeting of the Members if passed by the Board but not confirmed by the Members at a General Meeting.

Section 3: Members' Powers

The Members in the General Meeting or the Annual Meeting may confirm, reject, amend or otherwise deal with any bylaw passed by the Directors and submitted to the Members for confirmation.

No acts done or rights acquired under a bylaw are prejudicially affected by the rejection, amendment or other dealing with the bylaw by the Members.

Article XXVII: Dissolution of the Club

When the Club is dissolved and after its debts and liabilities are paid, any property remaining shall be distributed or disposed to a Rotary Club in the Club's District.