

# **ROTARY CLUB OF CALGARY HERITAGE PARK BYLAWS**

## **Article I: Name**

The name of this Society shall be the “**Rotary Club of Calgary Heritage Park**”.

## **Article II: Territory**

The territorial limit of this Club is the City of Calgary.

## **Article III: Objects**

The Objects of the Society are:

a) To encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster, in a way which the law considers charitable:

First. The development of acquaintance as opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian’s occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian’s personal, business and community life; and

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

## **Article IV: Membership**

### **Section 1: General Qualifications.**

This Club shall be composed of adult persons of good character and good business or professional reputation.

## **Section 2: Kinds.**

This Rotary Club shall have four (4) kinds of membership, namely: active, senior active, past service and honorary.

## **Section 3: Active Membership.**

A person possessing the qualifications set forth in Article V, Section 3 of the Rotary International Constitution may be elected to active membership in this Club. A person possessing the qualifications for active membership, but who is in the same classification of business or profession as an active member of this Club, may be elected as an additional member under the provisions of this Section. Such additional persons are active members with all the privileges of active membership. However, such additional persons shall not be holders of their classifications and may not propose other additional active members under their own classifications.

## **Section 4: Categories of Additional Active Members.**

This Club may elect three (3) categories of additional active members. This Club may have one additional active member with the same classification in each of the three (3) categories.

- a) **First Category – Same Classification as Proposer.** An active member may propose to active membership a person who is actively engaged in the same classification as that of the proposer.
- b) **Second Category – Former Rotarian.** An active member may propose to active membership a former member of the club, with the consent of the active member holding the classification, if the proposed member terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the territorial limits of the former club.
- c) **Third Category – Former Rotaractor.** An active member may propose to active membership a former member of a Rotaract club, with the consent of the active member who holds the classification. The former Rotaractor must live or work within the territorial limits of this Club, have maintained membership in one or more Rotaract clubs for at least four (4) years, and have terminated membership in the former Rotaract club due to reaching the age limit for membership or relocating outside the territorial limits of the former Rotaract club.
- d) **Change in Classification Holder.** All additional active members must have the same classification as one of the active members of this Club, who is the holder of the classification. If the active member holding the classification ceases to hold the classification for any reason, including a transition to senior active or past service membership, then one (1) of the additional members with the same classification will become the holder of the classification. If there is only one (1) additional member with

such classification, the additional active member automatically becomes the classification holder. If there are two (2) or three (3) additional active members with such classification, then this Club elects one of them to be the classification holder, and the other member(s) remain as additional active members.

## **Section 5: Senior Active Membership.**

**a) General Qualifications.** Any active or past service member shall automatically become a senior active member where such member's combined active and past service membership in one or more clubs includes: a total of at least fifteen (15) years membership; a total of at least ten (10) years where the member has attained the age of at least sixty (60) years; a total of at least five (5) years where the member has attained the age of at least sixty-five (65) years; or, where the member is a present or past officer of Rotary International.

**b) Former Members.** This Club may elect to senior active membership any former member of any club who was a senior active member or eligible to become a senior active member at the time such membership was terminated.

**c) Rights and Privileges – Limitations of Senior Active Membership.** Senior active members shall have all the rights, privileges and responsibilities of an active member, except that they neither hold classifications nor have the right to propose additional active members.

**d) Successor to Senior Active.** This Club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be engaged.

**Section 6: Past Service Membership.** A past service member is one who has all the rights, privileges and responsibilities of an active member except that such member shall not represent a classification or have the right to propose an additional active member under Sections 3 and 4 above.

**(a) Eligibility for Past Service Membership.** The following individuals are eligible for past service membership:

(i) **Past Service Membership – Retirement.** A person who has retired from active business or professional life but who is otherwise qualified for Rotary club membership under Article V, Section 3 of the Rotary International Constitution, including having held a qualifying position level, may be elected a past service member.

(ii) **Past Service Membership – Loss of Classification.** Active members who have lost their classifications through no fault of their own may be elected to past service membership by this Club's Board of Directors.

(b) **Admission Fee Exemption.** Current or former members elected to past service membership in their clubs are exempt from paying a second admission fee.

**Section 7: Dual Membership.** No person shall simultaneously hold active, senior active or past service membership in this and another club. No person shall simultaneously be a member of and an honorary member in this Club.

#### **Section 8: Honorary Membership.**

(a) **Eligibility for Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this Club. Persons may hold honorary membership in more than one club.

(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.

**Section 9: Religion, News Media and Diplomatic Service.** Representatives of more than one religious denomination, representatives of more than one newspaper and/or other news media, and diplomatic representatives of more than one government may be eligible to active membership under such classifications, provided that such representatives otherwise possess the qualifications as set forth in the constitutional documents.

**Section 10: Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this Club under the classification of such office. This restriction shall apply to persons holding positions or offices in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary. Active members who are elected or appointed to public office for a specified period may continue as such active members in their existing classifications during the period in which they hold such office.

**Section 11: Rotary International Employment.** This Club may retain in its membership any member employed by Rotary International.

### **Article V: Classifications**

#### **Section 1: Classifications.**

a) Each active member of this Club shall be classified in accordance with the member's business or profession.

b) The classification of each active member of this Club shall be that which covers the principal and recognized activity of the firm, company or institution with which such member is connected or that which covers such member's principal and recognized business or professional activity.

c) **How Corrected.** The Board, in its discretion, may correct or adjust the classification of any member whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and the member shall be allowed a hearing thereon.

**Section 2: Limitations.** The Club shall respect and follow the rules of Rotary International with respect to classifications.

## **Article VI: Attendance**

**Section 1:** Every member of this Club should attend its regular meetings. In accordance with the rules of Rotary International, a member shall be counted as attending a regular meeting of this Club if such member is present for the minimum designated percent of the time devoted for the regular meeting or makes up for an absence in any of the following ways:

(a) If at any time within fourteen (14) days before or after the usual time for that meeting such member:

(i) in accordance with the rules of Rotary International, attends the minimum designated percent of the time devoted for the regular meeting of another club or of a provisional club, or

(ii) by direction of this Club, attends a regular meeting of a Rotaract or interact club or Rotary Village Corps or of a provisional Rotaract or Interact club or Rotary Village Corps, or

(iii) attends a convention of Rotary, a council on legislation, an international assembly, a Rotary institute for past and present officers of Rotary International, a Rotary institute for past, present, and incoming officers of Rotary International, or any other meeting convened with the approval of the Board, the President acting for the Board or Rotary International, a Rotary multi-zone conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs, or

(iv) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at the time and place, or

(v) except that where a member is traveling outside the member's country of residence for a period exceeding fourteen (14) days, the time restriction shall not be imposed by this subsection inasmuch as a member may attend meetings in another country at any time during the period of travel, and each such attendance shall count as a valid make-up for any regular meeting missed at this club during the member's time abroad, or

(vi) attends a club service project authorized by the Board of this Club.

(b) If, at the time of such meeting, a member is:

(i) traveling with reasonable directness to or from one of the meetings mentioned in paragraph (a)(iii) of this Section, or

(ii) on Rotary business serving as an officer or member of a committee of Rotary International, or a trustee of The Rotary Foundation, or

(iii) on Rotary business serving as the special representative of the district governor in the formation of a new club, or

(iv) on Rotary business in the employ of Rotary International, or

(v) directly and actively engaged in a district-sponsored or a Rotary International or Rotary Foundation-sponsored service project in a remote area where the opportunity for making up attendance is completely impossible, or

(vi) engaged in Rotary business duly authorized by the Board of this Club if this precludes attendance at a meeting of this Club, or

(vii) working in bona fide circumstances within the member's own country of residence for extended periods on outposted assignments when, by mutual agreement between the member's home club and a nominated club, the member may attend such nominated club for the period of assignment, validated by an appropriate form of advice by the secretary of the said club to the member's home club where such attendance shall be credited in the member's name.

**Section 2: Notice of Make-up.** In the cases set out in subsection (a)(ii), (a)(iii) or subsection (b) of Section 1 of this Article, the member shall only be counted as being in attendance if notice of the fact is given by the member personally to the club. In the cases set out in subparagraphs (a)(i) and (iv), such notice may be given by the member personally or by the secretary of the club visited.

**Section 3: Exemptions.** A member's absence shall be excused if:

(a) (i) the absence is caused by protracted ill health or impairment or by stay of more than two weeks in a country in which Rotary clubs do not exist so that such member is physically unable to attend a regular meeting and the Board approves such absence.

(ii) In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this Club before starting the journey, or if that is impossible, in writing from that country. Before approving such absence, the Board shall satisfy itself that the journey will prevent the member from making up an absence in accordance with Section 1 (a) of this Article, or

(b) a member is a senior active member and the aggregate of the member's years of age and years of membership in one or more clubs is eight-five (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.

The absences of members who fall into categories (a)(i) and (ii) above and whose absences have been excused shall not be included in the club's attendance records for the period in question. Members who fall into category (b) above shall not be included in the membership figure used to compute the club's attendance; further, neither their absences nor attendances shall be used for that purpose.

## **Article VII: 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 the Club for a specified length of time.

## **Article VIII: Admission Fees and Dues**

**Section 1:** Every active, senior active, and past service member of this Club shall pay as an admission fee and as annual dues such sum as determined from time to time by resolution of the members, and within any guidelines or requirements provided by Rotary International or the District Governor of this Club. A senior active or past service member who has held active membership in this Club shall not be required to pay a second admission fee.

**Section 2:** The membership dues shall be the amount determined from time to time by resolution of the members, payable annually on the first day of July, with the understanding that each member's subscription to THE ROTARIAN magazine will be included in the amount set as annual membership dues.

**Section 3:** New members shall have their first year dues prorated on the basis of the number of full or partial quarters remaining in the Club year at the time they become members.

**Section 4:** The Treasurer will collect all fees, dues and levies payable by the members and will deposit all such funds received in the accounts of the Club and will account for them as required by the Board.

## **Article IX: Duration of Membership**

**Section 1: Period.** Membership shall continue during the existence of the Club unless terminated as hereinafter provided.

### **Section 2: How Terminated.**

(a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership, except that:

- (i) active members who, through no fault of their own, would otherwise lose their classifications may, by action of the Board of Directors of this Club, be elected to past service membership; or
- (ii) by permission of the Board, active members moving from the territorial limits of the Club may be given special leave of absence for a period not exceeding one (1) year to enable them to visit and become known to a Rotary club in the community to which they move, providing they are still active in the same classifications of business or profession and continue to comply with the attendance and all other conditions of Rotary membership; or
- (iii) by permission of the Board, active members moving from the territorial limits of the Club may retain membership providing they are still active in the same classifications of business or profession and continue to comply with attendance and all other conditions of Rotary membership; or
- (iv) active members who would be losing their classifications without default on their part may retain their classifications and be given special leaves of absence for periods not exceeding one (1) year to enable them to obtain new employment in their classifications or in new classifications providing they continue to comply with the attendance and all other conditions of Rotary membership. The termination of their membership would take effect only at the end of the period of leave granted to them.



(b) When past service members re-enter active business or professional life, their memberships automatically become active memberships if the classifications are vacant. If the classifications are not vacant, they continue as past service members.

(c) Honorary membership shall automatically terminate on the thirtieth day June next year after the date of election. However, the Board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

**Section 3: How to Rejoin.** When the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, a second admission fee shall not be required.

**Section 4: Termination – Non-Payment of Dues.**

(a) 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 from the date of notification, said membership shall automatically terminate.

(b) Such former member, at the discretion of the Board, may be reinstated to membership upon the former member's petition, and upon the payment of all indebtedness to the Club, provided that no former member can be reinstated to active membership if the classification of the former member has been filled.

**Section 5: Termination – Non-Attendance.**

(a) Each member, other than an honorary member of this Club, must:

- (1) attend or make up at least the minimum percent of club regular meetings in each half of the Rotary year as specified by Rotary International;
- (2) attend at least the minimum percent of the regular meetings of this Club in each half of the Rotary year as specified by Rotary International.

If such a member fails to attend as required above, that person's membership shall automatically terminate unless the Board consents to such non-attendance for good and sufficient reason. If such member is a current officer of Rotary International, that member shall be excused from attending the regular meetings of such member's club until the member's current term of office expires.

(b) The membership of any member, other than an honorary member, of this Club shall automatically terminate if, without the consent of the Board for good and sufficient reason, the member fails to attend or make up four consecutive club meetings.

## **Section 6: Termination for Other Causes.**

- (a) The membership of any member who shall cease to have the qualifications for membership in this Club may be terminated by the Board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- (b) The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- (c) In either case (a) or (b), the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the board a written answer. The member shall also have the privilege of appearing before the Board to state the member's case. Service of such notice shall be made by personal delivery or by registered letter to the member's last known address.
- (d) In case of a decision to terminate membership, the Secretary shall, within seven (7) days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such member may, within fourteen (14) days after the date of such notice, give written notice to the Secretary of the intention either to appeal to the Club or to arbitrate as provided in Article XXIV of these Bylaws. In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular meeting of the Club, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days' notice of such Club meeting and its special business shall be given in writing to every member of the Club, and only members of the Club shall be permitted to be present when such appeal is considered at such meeting.
- (e) When the Board has terminated the membership of an active member as provided for in this Section, the Club shall not elect a new member under the former classification until the time for hearing the appeal, if any, has expired and the Club's decision or the decision of the arbitrators has been announced.
- (f) The action of the Board shall be final if no appeal to the Club is taken and no arbitration is requested. If an appeal is taken, the action of the Club shall be final.

**Section 7: Resignation.** The resignation of any member from the Club shall be in writing (addressed to the president or secretary) and shall be accepted by the Board, provided all indebtedness of said member to the Club has been paid.

**Section 8: Property Interest – Forfeiture of.** Any person whose membership in this Club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Club.

## **Article X: Directors and Officers**

**Section 1:** Board of Directors, Executive Committee or Board, shall mean The Board of Directors of the Club.

**Section 2:** The governing body of this Club shall be the Board of Directors, consisting of eleven members of this Club, namely the President, Vice-President, President-Elect, Secretary, Treasurer, the Director of Club Service, the Director of Community Service, the Director of Vocational Service, the Director of International Service, the Director of the Rotary Foundation and the Director of Public Relations.

**Section 3:** Except as herein otherwise specifically provided, the decision of the Board in all Club matters shall be final, subject only to an appeal to the Club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the Club. On such appeal, the decision appealed from shall be reversed only if a two-thirds (2/3) vote of the members present, at a regular meeting specified by the Board, a quorum being present, notice of such appeal having been given by the Secretary to all members of the Club at least five (5) days previous to the meeting.

**Section 4:** The officers of this Club shall be a President, a President-Elect, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board.

### **Section 5:**

(a) Each officer shall be elected as provided in these Bylaws and, except as may otherwise be provided, shall take office on the first day of July immediately following election to office and shall serve for the term of office or until a successor shall have been elected and qualified. The Secretary and Treasurer shall each be elected to serve a term of two (2) years with the term of each of these offices commencing in alternate years so that the two (2) year term for the Secretary and the two (2) year term for the Treasurer will not start or finish in the same year.

(b) The President shall be a Director of the Board and shall serve as President-Elect for the year immediately preceding the year in which the term as President shall commence. The President-Elect shall be elected as Vice-President, as the Bylaws of the Club may provide, within the period of not more than two (2) years but not less than eighteen (18) months prior to the day of taking office as President. The President-Elect shall serve as Vice-President for the year immediately preceding the year in which the term as President-Elect shall commence.

(c) Each officer and each Director shall be an active (including additional active), senior active, or a past service member in good standing of this Club. For a better understanding of the duties and responsibilities of Club President, the President-Elect shall attend the district Presidents-Elect training seminar and the district assembly unless

excused by the Governor-Elect. If so excused, the President-Elect shall send a designated representative from the Club whose duty it will be to report back to the President-Elect.

## **Article XI: Election of Directors and Officers**

**Section 1:** The election of Directors and Officers shall take place at the Annual Meeting. One month prior to that meeting the Nominating Committee shall advise the membership of their nominees for each of the positions on the Board. At the meeting on which the election is to take place, the President shall call for further nominations from the floor for each of President-Elect, Vice-President, Director of Club Service, Director of Community Service, Director of Vocational Service, the Director of International Service, Director of Rotary Foundation and Director of Public Relations and either Secretary or Treasurer. If such nominations are forthcoming, an election shall take place which shall be conducted by secret ballot. The candidates for President-Elect, Vice-President, Director of Club Service, Director of Community Service, Director of Vocational Service, Director of International Service, Director of Rotary Foundation and Director of Public Relations and either Secretary or Treasurer receiving a majority of votes shall be declared elected to their respective offices. In the event that there is only one nomination for a vacancy, the President shall declare that person elected by acclamation.

**Section 2:** The Officers and Directors elected pursuant to Section 1 above shall commence their term of office on the first day of July in the year following election. Until they commence their term they will be referred to as Officers-Elect and Directors-Elect. The President-Elect shall become the President on the first day of July immediately following the year of service on the Board as President-Elect.

**Section 3:** A vacancy in the Board shall be filled by action of the remaining members of the Board and a vacancy in the position of Officer-Elect or Director-Elect shall be filled by action of the members of the group comprised of the remaining Officers-Elect and Directors-Elect.

**Section 4:** The Nominating Committee shall consist of the President, the President-Elect and the two most recent Past-Presidents or such members as the Board otherwise determines.

**Section 5:** A person appointed or elected a Director or Officer becomes a Director or Officer if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director or Officer if they were not present at the meeting but consented in writing to act as Director or Officer before the appointment or election, or within ten days after the appointment or election, or if they act as a Director or Officer subsequent to their appointment or election.

**Section 6:** Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Club may deem reasonable.

## **Article XII: Duties of Officers**

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

**Section 2: President-Elect.** It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the Club and to perform such other duties as may be prescribed by the President or the Board.

**Section 3: Vice-President.** It shall be the duty of the Vice-President to 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.

### **Section 4: Secretary.**

(a) It shall be the duty of the Secretary to attend all meetings of the Club and of the Board and to record and preserve accurate minutes of such meetings.

(b) The Secretary shall keep the records of membership, addresses of members, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, and including prorated reports to the general secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each active, senior active and past service member who has been elected to the 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 Secretary General of Rotary International, the monthly report of attendance at the Club meeting which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of Secretary.

(c) The Secretary shall have charge of the Seal of the Club which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, their duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Club and be under the direction of the President and the Board.

## **Section 5: Treasurer.**

- (a) 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 office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts or any other Club property in his or her possession.
- (b) The Treasurer will present a full detailed account of receipts and disbursements to the Board whenever requested.

## **Article XIII: Meetings**

**Section 1:** This Club will have a meeting once each week at 7:00 A.M. Friday.

**Section 2:** In an emergency or for good cause, the Directors of this Club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

**Section 3:** If a regular meeting falls on a legal holiday or in case of the death of the Club President, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting. The Board, at its discretion, may cancel not more than two (2) regular meetings in any one Rotary year for causes not otherwise specified herein provided always that the Club shall not fail to meet for more than two (2) consecutive meetings. Members will be given notice of cancellation of any such regular meeting at least eight (8) days prior to the date of the meeting by any means considered appropriate by the Board.

**Section 4:** An Annual Meeting of the Club for the purpose of electing Officers and Directors, submitting the Treasurer's audited financial report and any other business of the Club will be held on the first regular weekly meeting date in December of each year.

**Section 5:** All members, excepting an honorary member 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 the minimum percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club as required by Rotary International.

**Section 6:** These Bylaws will constitute due notice of all regular weekly meetings of the Club. For the Annual Meeting, any Special Meeting or any meeting at which the members are asked to vote on a resolution, written notice of the resolution to be considered together with sufficient information to make an informed decision must be mailed, hand delivered, faxed or e-mailed to each member at least eight (8) days and not

more than thirty-five (35) days prior to the date of the meeting to the most recent known address for the member unless a different notice period is specified for the matter being referred to the members in these Bylaws or the Bylaws of Rotary International. The address, fax number or email address for notice to each member will be the last known such information that is contained in the membership records or membership roster.

**Section 7:** One-third of the membership shall constitute a quorum at the Annual, Special and regular meetings of this Club except for the purpose of subsection 2.020.4 of the Bylaws of Rotary International.

**Section 8:** Regular meetings of the Board shall be held on a monthly basis at the call of the President and at a time and location mutually agreed to by a majority of the Board or otherwise on at least ten days written notice, if mailed or three days if notice is by fax, telephone or e-mail. 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. Meetings of the Board may be held without notice if a quorum is present, provided however, that any decisions of the Board must be ratified at the next regularly called meeting of the Board; otherwise the decisions will be considered null and void.

**Section 9:** A majority of the Board shall constitute a quorum of the Board.

## **Articles XIV: Method of Voting**

The business of this Club shall be transacted by a show of hands or by viva voce vote, except the election of Officers and Directors, which shall be by secret ballot. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Club. Such votes must be made in person and not by proxy or otherwise. Email voting by the Executive is permitted when there is an urgent matter, as determined by the President.

## **Article XV: Committees**

### **Section 1: Standing Committees**

- (a) The Board shall appoint the following standing committees:
  - Club Service Committee
  - Vocational Service Committee
  - Community Service Committee
  - International Service Committee.
- (b) The Board shall also appoint such committees on particular phases of club service, vocational service, community service and international service, as deemed necessary.

(c) The Club Service Committee, Vocational Service Committee, Community Service Committee and International Service Committee shall each consist of a Chairperson, who shall be the Director elected to serve that position 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) 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 the Board and approved by the Board.

(f) Should the Board deem it necessary, it may appoint one or more committees dealing with various aspects of youth activities, which, depending on the respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service Committees. Where feasible and practical in the appointment of such committees, there should be provision for continuation of membership, by appointing one or more members for a second term.

## **Section 2: Club Service Committee**

(a) The Chairperson of the Club Service Committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

(b) The Club Service Committee shall consist of the Chairperson of the Club Service Committee and the chairpersons of all committees appointed on particular phases of club service.

(c) The Chairperson of Club Service may, subject to the approval of the Board, appoint the following committees on particular phases of Club service:

- Attendance Committee
- Club Bulletin Committee
- Fellowship Committee
- Magazine Committee
- Membership Development Committee
- Program Committee
- Classifications Committee
- Rotary Information Committee

(d) The Board may shall appoint the President-Elect or the Vice-President to oversee and coordinate the work of the classifications, membership development and Rotary information committees.



(e) Where feasible and practical in the appointment of Club committees, there should be provision for continuity of membership, by appointing one or more members for a second term.

(f) The Classification and Rotary Information Committees shall each consist of three (3) members, one (1) member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: One (1) member for a one (1) year term, one (1) member for a two (2) year term; and one (1) member for a three (3) year term.

(g) The Magazine Committee shall, wherever feasible, include the editor of the Club publication and a local newspaper or advertising member of the Club.

### **Section 3: Community Service Committee**

(a) The Chairperson of the Community Service Committee shall be responsible for all community service activities and shall supervise and co-ordinate the work of all committees appointed on particular phases of community service, including the following:

(i) **Human Development Committee.**

This Committee shall be concerned within the community with the welfare of human beings of all kinds throughout the whole span of life and with providing assistance and support to those in need.

(ii) **Community Development Committee.**

This Committee shall be concerned with working to make the community a better place to live by improving the physical condition of the community and its facilities.

(iii) **Environmental Protection Committee.**

This Committee shall be concerned with monitoring and improving the quality of the community's environment.

(iv) **Partners in Service Committee.**

This committee shall be concerned with building relationships with other Rotary sponsored organizations within the community and co-operating with them in service.

(b) The Community Service Committee shall consist of the Chairperson of the Community Service Committee and the chairpersons of all committees appointed on particular phases of community service.

(c) The Chairperson of Community Service may, subject to the approval of the Board, appoint such committees on particular phases of community service as he or she is directed by the Board to create or deems necessary for discharging the responsibility of the Community Service Committee.

#### **Section 4: Vocational Service Committee**

(a) The Chairperson of Vocational Service shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of vocational service.

(b) The Chairperson of Vocational Service may, subject to the approval of the Board, appoint such committees as he or she is directed by the Board to create or deems necessary for discharging the responsibility of the Vocational Service Committee.

#### **Section 5: International Service Committee**

(a) The Chairperson of International Service shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of international service.

(b) The Chairperson of International Service may, subject to the approval of the Board, appoint such committees as he or she is directed by the Board to create or deems necessary for discharging the responsibility of the International Service Committee.

### **Article XVI: Duties of Committees**

#### **Section 1: Club Service Committee.**

This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club Service. The Chairperson of the Club Service Committee shall be responsible for regular meetings of the committee and shall report to the Board on all club service activities.

(a) **Attendance Committee.** This Committee shall devise means for encouraging attendance at all Rotary meetings, including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all Club members. This Committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other clubs when unable to attend meetings of this Club; keep all members informed of attendance requirements; promote better incentives

for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) **Classifications Committee.** This Committee shall, as early as possible, but no later than August 31 of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications; applying the classification principle, shall review, where necessary, existing classifications represented in the Club; and shall counsel with the Board on all classification problems.

(c) **Club Bulletin Committee.** This Committee shall endeavour, through the publishing of a weekly Club bulletin, to stimulate interest and improve attendance, announce the programs of the forthcoming meetings, related highlights of previous meetings, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the world-wide Rotary program.

(d) **Fellowship Activities Committee.** This Committee shall promote acquaintance and friendship among the members, promote participation of members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or Board.

(e) **Magazine Committee.** This Committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular Club programs; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the Club members and non-Rotarians.

(f) **Membership Committee.** This Committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board.

(g) **Membership Development Committee.** This Committee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

(h) **Program Committee.** This Committee shall prepare and arrange the programs for the regular and special meeting of the Club.

(i) **Rotary Information Committee.** This Committee shall devise and carry into effect plans: to give prospective members information about the privileges and responsibilities of membership in a Rotary Club; to give members, especially the new members, adequate understanding of the privileges and responsibilities of members; to give the members information about Rotary, its history, object, scope, activities and; to

give the members information as to developments in the administrative operations of Rotary International.

## **Section 2: Vocational Services Committee.**

This Committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

## **Section 3: Community Service Committee.**

This Committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The Chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of community service.

## **Section 4: International Service Committee.**

This Committee shall devise and carry into effect plans which will guide and assist the member of this Club in discharging their responsibilities in matters relating to international service.

## **Article XVII: Finances**

**Section 1:** The Treasurer shall deposit all funds of the Club in a financial institution to be approved by the Board.

**Section 2:** All bills shall be paid only by cheques signed by the Treasurer upon receipt of signed vouchers. An annual audit shall be made each year of all the Club's financial transactions by either two club members or an outside independent source. An audited statement of financial position shall be prepared for submission to the Annual Meeting and a copy shall be submitted to the Secretary for the records of the Club.

**Section 3:** Officers having charge or control of the funds shall give such 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 4:** The fiscal year of this Club shall extend from July 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

**Section 5:** At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and expenditures for the year which, having been

agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

**Section 6:** The books and records of the Club may be inspected by any member of the Club at the Annual Meeting or anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **Article XVIII: Method of Electing Members**

**Section 1:** The name of a prospective member, proposed by an active, senior active, or past service member of the Club, shall be submitted to the Board in writing, through the Club Secretary. The proposal for the time being 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 Bylaws.

**Section 3:** The Board shall approve or disapprove the proposal within sixty (60) 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 favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) 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 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 this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), 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 issue a membership card and shall report the new member to Rotary International; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

## **Article XIX: 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 XX: Order of Business**

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

**Article XXI: Community, National and International Affairs**

**Section 1:** The general welfare of the community, the nation and the world is a concern to the members of this Club, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before 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:** 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:**

(a) This Club shall neither adopt nor circulate resolutions or views, nor take corporate action dealing with world affairs or international policies of a political nature.

(b) 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.

**Section 4: Recognizing Rotary's Beginning.**

(a) This club will strive to emphasize aspects of Rotary service during a special week of celebrations commencing on the anniversary of Rotary's establishment. The week commencing on 23 February of each year shall be known as World Understanding and Peace Week.

(b) While the special week will provide opportunity to reflect upon past achievements, it is appropriate to focus upon programs of peace, understanding and goodwill within the community and throughout the world.



## **Article XXII: Rotary Magazines**

**Section 1:** Unless this Club is excused by the board of Directors of Rotary International from complying with the provisions of this Articles in accordance with the Bylaws of Rotary International, every active, senior active or past service member of this Club, by acceptance of such membership, shall become, and so remain for he duration of such membership, a paid subscriber to the official magazine or to the approved magazine prescribed for this Club by the Board of Directors of Rotary International. The subscription shall be handled in six (6) month periods and shall continue for the duration of membership in this Club and to the end of any six (6) month period during which membership may cease.

**Section 2:** The amount of the subscription shall be collected by the Club from each member semiannually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publications as may be determined by the Board of Directors of Rotary International.

## **Article XXIII: Acceptance of Object and Compliance with Bylaws**

A member, by payment of an admission fee and dues, thereby accepts the principles of Rotary as expressed in its objects and submits to and agrees to comply with and be bound by the Bylaws of this Club, and on these conditions alone is entitled to the privileges of the Club. No member shall be absolved from the observance of the Bylaws on the plea that such member has not received a copy of them.

## **Article XXIV: Arbitration**

Should any dispute arise between any 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 members of a Rotary Club may be appointed as umpire or as 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 XXV: Bylaws**

This Club shall adopt Bylaws not inconsistent with the Constitution and Bylaws of Rotary International (and the rules of procedure for an area administration where established) embodying additional provisions for the government of this Club. Such Bylaws may be amended from time to time as therein provided.



#### **Article XXVI: Interpretation**

Throughout these Bylaws, pronouns of either the masculine or feminine gender shall include the other.

#### **Article XXVII: Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by a Special Resolution, as defined in the Societies Act (Alberta). No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution and Bylaws of Rotary International.

#### **Article XXVIII: Remuneration**

Unless authorized by the members at a Special Meeting of members called for that purpose, no Officer, Director or member of the Club shall receive any remuneration for their services.

#### **Article XXIX: Borrowing Powers**

For the purpose of carrying out its objects, the Club may borrow or raise or acquire the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only the authority of the Club, and in no cases shall debentures be issued without the sanction of a Special Resolution as defined in the Societies Act (Alberta).