



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

July 1, 2018

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

July 1, 2018

## **Article 1: Interpretation**

### **Section 1 – Definitions.**

As used in these Bylaws, unless the context otherwise clearly requires, the following capitalized words and expressions shall have the following meanings:

- “Board” or “Board of Directors” means the board of directors of this Club.
- “Bylaws” or “these Bylaws” means these bylaws, being the bylaws of this Club.
- “Club” or “this Club” means Rotary Club of Calgary Heritage Park.
- “Directors” means the members of the Board; and “Director” means any one of them.
- “Five Avenues of Service” means, collectively, Rotary’s Five Avenues of Service as listed and described in article 6 of these Bylaws; and “Avenue of Service” means any one of them.
- “Members” means the members (other than honorary members) of this Club; and “Member” means any one of them.
- “Nominating Committee” means the nominating committee formed each Year pursuant to article 12, section 1 of these Bylaws.
- “Quorum” means, according to the context, the quorum required for voting purposes at a meeting of the Members or a meeting of the Board, as stipulated in article 7, section 7 of these Bylaws.
- “RI” means Rotary International.
- “Societies Act” means the *Societies Act* (Alberta), as amended from time to time, or any successor legislation.
- “Special Resolution” has the meaning ascribed to such term in the *Societies Act*, as follows:
  - (i) a resolution passed
    - (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
    - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
  - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- “Year” means a 12 month period beginning on July 1.

### **Section 2 – Rules**

- (a) *Gender.* Throughout these Bylaws, pronouns of masculine, feminine or neuter gender shall include each of the other genders.
- (b) *Number.* Whenever the context so requires in these Bylaws, all words used in the singular shall include the plural (and vice versa).
- (c) *Headings.* The article, section and subsection headings in these Bylaws are included for convenience only, do not in any manner modify or limit any of the provisions of these Bylaws, and shall not be used in the interpretation of these Bylaws.

## **Article 2: Name**

The name of this Club is “Rotary Club of Calgary Heritage Park”.

## **Article 3: Purposes; Service Projects**

**Section 1 – Purposes.** The purposes of this Club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support the Rotary Foundation, and develop leaders beyond the Club level.

**Section 2 - Development of Service Projects.** This Club and its Board and committees shall consider the following when developing service projects:

- community needs assessments;
- the Five Avenues of Service;
- Rotary’s areas of focus (six in number as of July 1, 2018);
- the RI strategic plan;
- the mission of The Rotary Foundation.

## **Article 4: Locality of Club**

The locality of this Club is the City of Calgary.

## **Article 5: Object; Members Accept and Are Bound**

**Section 1 – Statement of Object.** The Object of the Rotary, and thus of this Club, is 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 an 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;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

**Section 2 – Member Acceptance of Object and Compliance with Bylaws.** Each Member, by payment of an admission fee and dues, thereby accepts the principles of Rotary as expressed in its Object, and submits to and agrees to comply with and be bound by these Bylaws, and, on these conditions alone, is entitled to the privileges of this Club. Each Member shall be subject to the terms of this Club’s constitution and these Bylaws regardless of whether such Member has received copies of them.

## **Article 6: Five Avenues of Service**

Rotary’s following five avenues of service are the philosophical and practical framework for the work of this Club:

1. Club Service, the first Avenue of Service, involves action a Member should take within this Club to help it function successfully.

2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of Members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to Club-developed projects in order to address the issues and needs of society.

3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this Club's locality or municipality.

4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all Club activities and projects designed to help people in other lands.

5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

## **Article 7: Meetings**

### **Section 1 – Regular Meetings of the Members.**

- (a) *Day and Time.* Except as otherwise provided in this article 7, this Club will have a meeting of the Members once each week at 7:00 A.M. Friday.
- (b) *Change of Meeting.* For good cause, the Board may change the location of a regular meeting of the Members to any alternate location the Board deems reasonable, or may change its date 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.
- (c) *Cancellation.* In the event of the date of a regular meeting of the Members falling on a legal holiday, or this Club's regular meeting location being unavailable or inaccessible or unusable, or the death of the Club President, or an epidemic, or a disaster affecting the whole community, the Board may cancel such regular meeting. Further, the Board, at its discretion, may cancel not more than two regular meetings in any one Year for causes not otherwise specified herein. However, notwithstanding anything in these Bylaws, this Club shall not fail to meet for more than two consecutive regular meetings.
- (d) *Notice of Change or Cancellation.* All Members shall be given reasonable advance notice of cancellation, or of change of time or location, of any regular meeting of the Members, such notice to be given by any means the Board reasonably considers appropriate.

**Section 2 – Annual Meeting.** An annual meeting of the Members for the purpose of electing officers and directors, submitting the Treasurer's financial report (reviewed as provided in article 16, section 3), and any other business of this Club shall be held not later than December 31 of each Year.

**Section 3 – Club Assemblies.** Club assemblies, which shall be meetings of the Members held for the purpose of conferring on the program and activities of this Club or for member education, shall be held regularly and at least as frequently as prescribed by RI from time to time (if, in fact, the required frequency is prescribed by RI), and shall be presided over by the President, or such other officer as shall be designated by the President.



**Section 4 – Presence of Members for Voting.** For voting purposes at any meeting of the Members, all Members, in good standing in this Club on the day of that meeting, shall be counted as present or absent, with attendance of a Member to be evidenced by the Member being present for at least 60 percent of the time devoted to the meeting.

**Section 5 – Notices to Members; Aggregate Expenditure Not Exceeding \$1000.** These Bylaws constitute due notice of all regular weekly meetings of the Members. For any special or annual meeting at which the Members are to be 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 emailed to each Member, at least eight days and not more than 35 days prior to the date of the meeting, unless a different notice period is specified, by the *Societies Act* or these Bylaws or RI, for the matter being referred to the Members, in which case such different notice period shall be the applicable requirement. Where the Members are to be asked to vote on a resolution at any meeting other than a special or annual meeting, written notice of the resolution to be considered together with sufficient information to make an informed decision must be mailed, hand delivered, faxed or emailed to each Member at least 24 hours before the time of the meeting, except that the Members may, at any such meeting, be asked by the President of this Club or his or her delegate to vote on one or more resolutions without prior notice if the aggregate amount to be expended pursuant to such resolution(s) does not exceed \$1000. 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 of this Club.

**Section 6 – Board Meetings.** 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 by a majority of the Board, or otherwise on at least 10 days written notice if mailed, or three days if notice is by fax, telephone, email, or other form of electronic communication. Special meetings of the Board may, with due notice, be called by the President whenever he or she deems necessary, or upon the request of two members of the Board. Meetings of the Board may be held without notice if a Quorum is present; provided, however, that any and all decisions of the Board at any meeting held without notice must be ratified at the next regularly called meeting of the Board; otherwise all such decisions will be null and void.

**Section 7 - Quorums.** The following shall constitute the quorums for the Club's meetings, except for items requiring a larger quorum pursuant to the RI constitution or bylaws or the Rotary Code of Policies:

- (a) *Meetings of Members.* For all meetings of the Members, one-third of the Members;
- (b) *Board Meetings.* For all meetings of the Board, a majority of the Directors.

**Section 8 - Minutes of Meetings.** Written minutes of all Board meetings, recorded (or caused to be recorded) and taken custody of and preserved by the Secretary, shall be required. Also, each committee chair shall cause minutes of all committee meetings to be recorded and retained. All Board and committee minutes shall be available to all Members, upon request, within 60 days of each meeting. The Club's internal publication shall serve as the minutes of all meetings of the Members, and a copy of each edition thereof shall be retained under the custody of, and preserved by, the Secretary.

**Section 9 - Voting.** The business of this Club, at meetings of the Members and Board meetings and committee meetings, shall be transacted by a show of hands or by voice vote, except that the election of officers and directors at meetings of the Members shall be by secret ballot. Any Member who has not withdrawn from membership or been suspended or expelled shall have the right to vote at any meeting of the Members. All votes of Members must be made in person, and not by proxy or otherwise. However, email voting by the Board is permitted when the President determines that an urgent matter dictates voting in that manner.

**Section 10 – Resolutions Requiring Board Approval Before Members Consider.** Subject to article 7, section 5 of these Bylaws, no resolution or motion to commit this Club on any matter shall be considered by the Members until it has first been approved by the Board (and, subject as aforesaid, each such resolution or motion, if offered at a meeting of the Members, shall be referred to the Board without discussion).

## **Article 8: Membership, and Member Training**

**Section 1 — General Qualifications.** This Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession and community (as applicable); and are willing to serve in their community and/or around the world. Subject to article 15, subsection 2(a), all Members shall also have their place of business, place of service, or residence located in the locality of the Club or the surrounding area.

**Section 2 — Kinds.** This Club shall have two kinds of membership – namely, active and honorary.

**Section 3 — Active Membership.** A person possessing the qualifications required by these Bylaws, the RI constitution and bylaws, and the Rotary Code of Policies may be elected to active membership in this Club.

**Section 4 — 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.

**Section 5 — Honorary Membership.**

(a) **Eligibility for, and Termination of, Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this Club. The term of such membership shall run until the 30th day of June in the next Year after the date of election, at which time it shall automatically terminate. However, the Board in its discretion may, by resolution, from Year to Year continue such honorary membership for any number of ensuing Years. The Board may revoke an honorary membership at any time. Persons may hold honorary membership in more than one club.

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

**Section 6 — Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible for active membership in this Club under the classification of

such office. This restriction shall not 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. 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 for which they hold such office.

**Section 7 — RI Employment.** This Club may retain in its membership any member employed by RI.

**Section 8 – Training Plan.** The Club shall establish and maintain a comprehensive training plan that ensures that:

- Club officers and committee chairs attend district training meetings as appropriate;
- Orientation is consistent and regularly provided to new Members;
- Ongoing educational opportunities are available for all Members;
- A leadership skills development program is available for all Members.

## **Article 9: Classifications**

**Section 1 — General Provisions.**

- (a) *Principal Activity.* Each Member shall be classified in accordance with such Member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which such Member is connected, or that which describes such Member's principal and recognized business or professional activity, or that which describes the nature of the Member's community service activity.
- (b) *Correction or Adjustment.* If 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 by the Board.

**Section 2 — Limitations.** This Club shall have a well-balanced membership in which no one business, profession or type of community service predominates. This Club shall not elect a person to active membership from a classification if this Club already has five or more members from that classification, unless this Club has more than 50 members, in which case this 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 this Club's active membership. Members who are retired shall not be included in the total number of Members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board of directors of RI shall not preclude election to active membership even if the election results in this Club's membership temporarily exceeding the above limitations. If a Member changes classification, this Club may continue the Member's membership under the new classification notwithstanding these limitations.

## **Article 10: Attendance**

**Section 1 – Attendance Thresholds.** Each Member shall:

- (a) *Club or Make-up Requirement Each Half Year.* Attend or make up at least 50 percent of this Club's regular meetings, or engage in this Club's projects, other events and activities for at least 12 hours in each half of the Year, or a proportionate combination of both; and
- (b) *Club Requirement Each Half Year.* Attend at least 30 percent of this Club's regular meetings (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

**Section 2 – Maximum Consecutive Absences.** No Member shall fail to attend or make up more than three consecutive regular meetings of the Members.

**Section 3 — General Provisions Regarding Participation.** Each Member should attend this Club's regular meetings, and engage in this Club's service projects, other events, and activities. A Member shall be counted as attending a regular meeting if the Member, for at least 60 percent of the meeting, is present in person or using an online connection (if and when provided by the Club as a substitute for attendance in person), or is present in person and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or participates in the regular meeting as posted on this Club's website (if and when so posted) within one week following its posting, or makes 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, of a satellite club meeting of another club, or of a provisional club; or
- (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship, or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; 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 training 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 intercivity meeting of Rotary clubs; or
- (4) is present at the usual time and place of a regular meeting or satellite club 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 service project of the Club 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 committee of this Club to which the Member is assigned; or
- (7) participates, through a website of another club, in an interactive activity requiring an average of 30 minutes of participation.

When a Member is outside the Member's country of residence for more than 14 days, the time restriction shall not be imposed, so that the Member may attend regular meetings or satellite club 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.

(b) *At the Time of the Meeting.* 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.

**Section 4 - Notice of Make-up.** In the cases set out in subsections (a)(1), (2) and (7) of section 3 of this article, the Member shall be counted as being in attendance if notice is given by the Member personally or by the secretary of the club visited. In all other cases, the Member shall only be counted as being in attendance if notice of the fact is given by the Member personally to the Secretary.

**Section 5 — Extended Absence on Out-posted Assignment.** If a Member will be working on an out-posted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of this Club, provided there is mutual agreement between the two clubs.

**Section 6 — Excused Absences.** A Member's absence shall be excused if:

- (a) *Board Approves.* The Board approves the absence for reasons it considers good and sufficient, and the absence complies with all conditions and circumstances stipulated by the Board. No such excused absence shall extend for longer than 12 months, except that, if the leave is for a medical reason that extends for more than twelve months, or is after the birth or adoption or commencement of foster care of a child, such leave may be renewed by the Board for a period of time stipulated by it which extends beyond the original 12 months.
- (b) *85 Year Rule.* The aggregate of such Member's Years of age and Years of membership in one or more Rotary clubs is 85 Years or more, such Member has been a member of one or more Rotary clubs for at least 20 Years, and such Member has notified the Secretary in writing of such Member's desire to be excused from attendance.

**Section 7 — RI Officers' Absences.** A Member's absence shall be excused if such Member is a current officer of RI or a Rotarian partner of a current officer of RI.

**Section 8 — Attendance Records.** When a Member whose absences are excused under subsection 6(a) of this article fails to attend a meeting of the Members, the Member and the Member's absence shall not be included in the attendance records of this Club. In the event that a Member whose absences are excused under subsection 6(b) or section 7 of this article attends a meeting of the Members, such Member and such Member's attendance shall be included in the membership and attendance figures used to compute this Club's attendance.

## **Article 11: Board, Officers and Committee Chairs; Committees**

**Section 1 — Board is Governing Body.** The governing body of this Club shall be the Board, consisting of 14 Members, comprising the President, the President-elect, the Vice-president, the Secretary, the Treasurer, the Club Service Chair, the Community Service Chair, the Vocational Service Chair, the International Service Chair, the Youth Service Chair, the Grants Committee Chair, the Rotary Foundation Committee Chair, the Public Image Committee Chair, and the Sergeant-at-arms.

**Section 2 — Authority.** The Board shall have general control over all officers and committees, and, for good cause, may declare any office or chair position vacant.

**Section 3 — Board Action Final.** The decision of the Board in all matters relating to this Club is final, subject only to an appeal to a meeting of the Members. However, as to a decision to terminate membership, a Member, pursuant to article 15, section 6 of these Bylaws, may appeal to a meeting of the Members, request mediation, or request arbitration. If appealed, a decision of the Board shall be reversed only by a two-thirds vote of the Members present, at a regular

meeting specified by the Board, provided a Quorum is present and notice of the appeal has been given by the Secretary to each Member at least five days prior to such meeting. In the case of any such appeal, the action taken at a meeting of the Members shall be final.

**Section 4 — Officers and Committee Chairs.**

- (a) *Identification; Terms Except Where Otherwise Provided.* The officers of this Club shall be the President, President-elect, Vice-president, Secretary, Treasurer, and Sergeant-at-arms, all of whom shall be members of the Board. Each of this Club's officers and committee chairs shall be elected in accordance with these Bylaws, and, except where otherwise provided in these Bylaws, shall take office for the Year next following election, and shall serve for a term of one Year or until a successor is qualified and elected.
- (b) *President.* The President shall be elected, in accordance with these Bylaws, not more than two Years but not less than 18 months prior to the day of taking office as President, and shall serve as President-elect in the Year immediately preceding the Year in which the term as President shall commence. Except as hereinafter provided, the President shall serve for a term of one Year comprising such latter Year, or until a successor is duly qualified and elected. Notwithstanding the foregoing, at the meeting of the Members at which the election of officers and committee chairs is held during such Year, the President's term may be, upon recommendation of the Nominating Committee, extended by the Members to two Years. If the term of the President is so extended, the terms of the President-elect and Vice-president, or either of them, may be also, upon recommendation of the Nominating Committee, likewise extended by the Members to two years. In any Year when the Nominating Committee recommends one or more such term extensions, and the Members, at the election meeting, decline to approve one or more recommended extension(s), article 12, section 2 of these Bylaws, modified if and to the extent and in such manner as the Board reasonably deems necessary in the circumstances, shall apply and govern for purposes of nomination and an election at a subsequent meeting of the Members designated by the Board, in order to fill the officer position(s) that would otherwise be left vacant as a result of any such non-approval by the Members.
- (c) *Secretary and Treasurer.* The Secretary and Treasurer shall each be elected to serve a term of two Years, with the term of each of such officers commencing in alternate Years, so that the two Year term for the Secretary and the two Year term for the Treasurer will not start or finish in the same Year.
- (d) *Qualifications.* Each officer and committee chair shall be a Member in good standing of this Club. A candidate for the office of President shall have served as a Member for at least one Year prior to being nominated for such office, except where service for less than a full Year is determined by the District Governor to satisfy the intent of this requirement. The President-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the District Governor-elect. If so excused, the President-elect shall send a designated representative of this Club, who shall report back to the President-elect. If the President-elect does not attend the presidents-elect training seminar and the district training assembly, and has not been excused by the District Governor-elect, or, if so excused, does not send a designated representative of this Club to such meetings, the President-elect shall not be eligible to serve as President of this Club. In such event, the current President shall continue to serve until due election of a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the District Governor-elect.

**Section 5 — Committees.** This Club shall have the following committees, each charged with pursuing the respective Avenue of Service to which it relates:

- Club Service;
- Vocational Service;
- Community Service;
- International Service; and
- Youth Service;

and this Club shall have the following additional committees:

- Grants;
- Membership;
- Public Image;
- Rotary Foundation.

The Board may establish further committees from time to time and at any time, as needed.

**Section 6 — Committees' Roles, Maintenance and Reporting.** The committees of this Club shall coordinate their efforts in order to achieve this Club's annual and long-term goals. The President-elect, President, and Immediate Past-president shall work together to ensure committees' continuity of leadership and succession planning. The President-elect is responsible for appointing committee members to fill vacancies and conducting planning meetings prior to the start of the Year in office. Wherever feasible, the chair of each committee shall have previous experience as a member of the committee. All committees shall report to the Board on the status of their activities on a regular basis and at Club assemblies, as appropriate.

**Section 7 – President a Member.** The President shall be an ex-officio member of all of the Club's committees and, as such, has all the privileges of membership on each of them.

**Section 8 – Role of Chair.** The chair of each committee of the Club is responsible for the regular meetings and activities of such committee, supervises and coordinates its work, and reports to the Board on all of its activities.

## **Article 12: Election of Officers and Committee Chairs**

**Section 1 – Nominating Committee Formation.** Each Year, on or before a date determined by the Board, the Board shall form a nominating committee for purposes of recruiting, selecting and nominating Member candidates for each of the officer and committee chair positions that are to be filled by way of that Year's election. Such nominating committee shall, unless the Board otherwise determines, consist of the President, the President-elect, the immediate Past-president and the Vice-president of this Club.

**Section 2 – Process.** The election of officers and committee chairs (all of which officers and chairs shall, by way of such election, become members of the Board) shall take place at the annual meeting of the Members. One month prior to that meeting, the Nominating Committee shall advise the Members of its nominees for each of such positions. At the meeting at which the election is to take place, the President shall call for further nominations from the floor for each of the President-elect, Vice-president, Club Service Chair, Vocational Service Chair, Community Service Chair, International Service Chair, Youth Service Chair, Grants Committee Chair, Rotary Foundation Chair, Public Image Chair, Sergeant-at-arms, and either the Secretary or Treasurer (depending on which of such officers' terms of office is to expire at the end of the Year in which the election is held). In any and all cases of nomination from the floor, an election shall take place, conducted by secret ballot. The candidate receiving a majority of votes for each respective position for which an election is held shall be declared elected. If only one person is nominated for a vacancy, the President shall declare that person elected by acclamation.

**Section 3 – Commencement of Terms.** The officers and committee chairs elected pursuant to section 2 shall commence their terms of office and directorships on the July 1 date in the Year following election or acclamation. Until they commence their terms, they will be referred to as

officers-elect and directors-elect. The President-elect shall become the President on the July 1 date immediately following the Year of service as President-elect.

**Section 4 – Vacancies.** Any vacancy on the Board shall be filled by action of the remaining members of the Board; and any 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 5 – Consent to Serve.** A person appointed or elected officer or committee chair becomes such if he or she was present at the meeting when appointed or elected, and did not refuse to serve. Alternatively, such person may become an officer or committee chair if he or she was not present at the meeting but consented in writing to act as the relevant officer or committee chair before the appointment or election, or within ten days after the appointment or election, or if he or she acts as an officer or committee chair subsequent to appointment or election.

**Section 6 – Removal of Officer or Director.** Upon a majority vote of all Members in good standing, any director or officer may at any time be removed from office for any cause which the Members, by way of such vote, may deem reasonable.

### **Article 13: Duties of Officers**

**Section 1 - President.** The President shall preside at meetings of the Members and the Board, and perform such other duties as ordinarily pertain to the office of president, including, without limitation, the following:

- ensure that each meeting of the Members and the Board is carefully planned, opening and adjourning on time;
- ensure that each committee has definite objectives, and each is functioning consistently;
- attend the District Conference;
- cooperate with the District Governor and Assistant District Governor in various club and district Rotary matters;
- supervise the preparation of a Club budget and the proper accounting of Club finances, including an annual financial review;
- ensure that a comprehensive training program is implemented by the Club and, in his or her discretion, appoint one or more club trainers to carry out the training, if needed;
- ensure that important information from the District Governor's "Monthly Letter," and other bulletins and literature from the Secretariat and District Governor are passed on to the Members;
- submit, or arrange to be submitted, each June a comprehensive report to the Members on the status of Club finances and the extent to which the Club has achieved its objectives for the year;
- work cooperatively with the President-elect before leaving office to ensure the smooth transition of authority, including the transfer of all relevant records, documents, and financial information;
- arrange a joint meeting of the incoming and outgoing Boards to ensure the success of the new administration and to provide continuity of administrations.

**Section 2 - President-elect.** The President-elect shall preside at meetings of the Members and the Board in the absence of the President, serve as Membership Committee Chair, prepare for his or her Year in office as President, and perform such other duties as may be prescribed by the President or the Board.

**Section 3 - Vice-president.** The Vice-president shall oversee fundraising and perform such other duties as may be prescribed by the President or the Board.



#### **Section 4 - Secretary.**

The Secretary shall:

- (a) *Attend and Handle Minutes.* Attend all meetings of the Members and the Board; and record (or cause to be recorded), have custody of and preserve accurate minutes of all Board meetings;
- (b) *Records and Reports.* Keep records of membership, keep addresses of members, record attendance at meetings, send out notices of meetings of the Members, Board and committees, make required reports to RI (including semi-annual reports of membership, which shall be made to the General Secretary of RI on January 1<sup>st</sup> and July 1<sup>st</sup> of each Year; prorated reports to the General Secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each Member who has been elected to membership in the Club since the start of the July or January semi-annual reporting period; the report of changes in membership, which shall be made to the Secretary General of RI; and the monthly report of membership and attendance at meetings of Members, which shall be made to the District Governor within 15 days after the last meeting of the month), collect and remit to RI subscriptions to *The Rotarian*, and perform such other duties as usually pertain to the office of secretary.
- (c) *Seal and Correspondence.* 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, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all of the correspondence of the Club, and be under the direction of the President and the Board.

#### **Section 5 - Treasurer.**

The Treasurer shall:

- (a) *Funds, Accounting, and Books of Account.* Have custody of all funds, accounting for same to the Members annually and at any other time upon demand by the Board, and 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 account, and other Club property in his or her possession.
- (b) *Present Accounts.* Present to the Board a full, detailed account of receipts and disbursements whenever requested.

#### **Section 6 - Sergeant-at-arms.**

The Sergeant-at-arms shall maintain order at meetings of the Members.

### **Article 14: Admission Fee and Dues**

**Section 1 – Basis.** Every Member shall pay as an admission fee and as annual dues such sum(s) as is or are in compliance with any guidelines or requirements of RI or the District Governor of this Club's District, and determined from time to time by resolution of the Members. Each Member's subscription to *The Rotarian* magazine will be included in the amount set as annual membership dues. Upon determination by the Board, the Club may waive Club dues and admission fees for Members under the age of 35, and, also upon determination by the Board, may provide payment of district dues for new Members in this age group.

**Section 2 – Payment.** Membership dues shall be payable annually on the first day of July, and are non-refundable.

**Section 3 – Pro-rationing.** New Members shall have their first Year dues prorated on the basis of the number of full or partial quarters remaining in the Year at the time they become Members.

**Section 4 – Handling.** The Treasurer will collect all fees, dues and levies payable by the Members, and will deposit all such funds received into the accounts of this Club, and will account for them as required by the Board.

## **Article 15: Duration of Membership**

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

**Section 2 — Automatic Termination.**

- (a) *Membership Qualifications.* Membership shall automatically terminate when a Member no longer meets the membership qualifications stipulated in these Bylaws, except that:
- (1) the Board may grant a Member moving from the locality of this Club or the surrounding area a special leave of absence not to exceed one Year, to enable the Member to visit and become known to a Rotary club in the new community; or
  - (2) the Board may allow a Member moving from the locality of this Club or the surrounding area to retain membership;
- if the Member continues to meet all conditions of membership in this Club.
- (b) *How to Re-join.* When the membership of a Member has terminated as provided in subsection (a), such person, provided his or her membership was in good standing at the time of termination, may make new application for membership, under the same or another classification.

**Section 3 — Termination for Non-payment of Dues.**

- (a) *Process.* Any Member failing to pay dues within 30 days after the prescribed time shall be notified in writing by the Secretary at the Member's most recently known address. If the dues are not paid on or before 10 days after the date of notification, such Member's membership may terminate, in the discretion of the Board.
- (b) *Reinstatement.* The Board may in its discretion, upon the petition of a former Member terminated for non-payment of dues, and payment by such former Member of all indebtedness to this Club, reinstate such former Member to membership. However, no such former Member may be reinstated if such former Member's classification is in conflict with article 9, section 2.

**Section 4 - Termination for Non-attendance.**

- (a) *Failure to Meet Attendance Threshold.* If a Member fails to meet an attendance threshold stipulated in article 10, section 1 of these Bylaws, such Member's membership shall be subject to termination unless the Board consents to such non-attendance for good cause.
- (b) *Consecutive Absences.* Unless otherwise excused by the Board for good and sufficient reason or pursuant to article 10, sections 5 or 6, each Member who, in contravention of article 10, section 2 of these Bylaws, fails to attend or make up four or more consecutive regular meetings of the Members shall be informed by the Board that such contravention shall be considered a request to terminate membership in this Club. Thereafter, the Board may terminate such Member's membership.

**Section 5 — Termination for Other Cause.**

- (a) *Good Cause.* The Board may terminate the membership of any Member who ceases to have the qualifications for membership in this Club as stipulated in these Bylaws, or for any good cause, by a vote of not less than two-thirds of the Directors present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; the Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) *Notice.* Prior to any action under subsection (a), the subject Member shall be given at least 10 days' written notice that such action is pending, and an opportunity to submit a written answer to the Board. Such Member shall have the right to appear before the Board to state his or her case. Notice shall be by personal delivery or by registered letter to the Member's last known address.
- (c) *Filling Classification.* When the Board has terminated the membership of a Member in accordance with this section, this Club shall not elect a new Member under the former Member's classification until the time for hearing any appeal has expired and the decision of this Club or of arbitrators has been announced. However, this provision shall not apply if, by election of a new Member, the number of Members under the said classification would remain within provided limitations even if the Board's decision regarding termination is reversed.

**Section 6 - Right to Appeal, Mediate or Arbitrate Termination.**

- (a) *Notice.* Within seven days after the date of any decision of the Board to terminate or suspend membership, the Secretary shall give written notice of the decision to the effected Member. Within 14 days after the date of such notice, such Member may give written notice to the Secretary of the intention to appeal to the Members at a meeting of this Club, or request mediation or arbitration in accordance with article 20.
- (b) *Appeal Hearing Requisites.* In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular meeting of the Members, to be held within 21 days after receipt of the notice of appeal. At least five 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) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 20.
- (d) *Finality of Decision Upon Appeal.* If an appeal is taken, the action at a meeting of the Members shall be final and binding on all parties, and shall not be subject to arbitration.
- (e) *Finality of 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.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the requesting Member may appeal to a meeting of the Members, or request arbitration pursuant to subsection (a).

**Section 7 — Board Action Final.** Board action shall be final if no appeal to a meeting of the Members is taken, and no arbitration or mediation is requested.

**Section 8 — Resignation.** The resignation of any Member from this Club shall be in writing, addressed to the President or Secretary. Such resignation shall be accepted by the Board if such Member has no indebtedness to this Club.

**Section 9 — Forfeiture of Property Interest.** 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 this Club if, under local laws, the Member may have acquired any right to them upon joining this Club.

**Section 10 — Temporary Suspension.** Notwithstanding anything in these Bylaws, if, in the opinion of the Board:

- (a) *Credible Accusations.* Credible accusations have been made that a Member has refused or neglected to comply with these Bylaws, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of this Club; and
- (b) *Good Cause.* Those accusations, if proved, constitute good cause for terminating the membership of such Member; and
- (c) *Immediate Action Inappropriate.* It is desirable that no action be taken in respect of the membership of such Member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and
- (d) *Temporary Suspension Appropriate.* In the best interests of this Club, and, without any vote being taken as to termination of his or her membership, such Member's membership should be temporarily suspended and the Member should be excluded from attendance at Club meetings and other activities and from any office or directorship or other position the Member holds within this Club;

the Board may, by a vote of not less than two-thirds of its members, temporarily suspend such Member for a reasonable period of time not to exceed 90 days and on such further conditions as the Board determines. A suspended Member may appeal the suspension or refer it to mediation or arbitration as provided in article 15, section 6. During the suspension, such Member shall be excused from attendance requirements. Prior to the expiration of the suspension period, the Board shall either proceed to terminate the membership of such suspended Member or reinstate such suspended Member to full regular status.

## **Article 16: Finances**

**Section 1 – Deposit of Funds.** The Treasurer shall deposit all Club funds in a financial institution approved by the Board.

**Section 2 – Bill Payments.** Each bill shall be paid only upon receipt of a voucher approved by a Director of this Club other than the Treasurer, and only by cheque signed by two Members authorized in advance by the Board or by electronic funds transfer initiated by the Treasurer.

**Section 3 – Financials.** An annual review shall be made each Year of all this Club's financial transactions by either two Members of this Club or an outside independent source. A 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 this Club.

**Section 4 – Officer's Bond Potential.** Officers having charge or control of funds shall give such bond (if any) as shall be required by the Board for the safe custody of funds of this Club, with the cost of the bond to be borne by this Club.

**Section 5 – Fiscal Year; Payment Due Dates.** The fiscal year (“Year”) of this Club shall extend from July 1 to June 30. The payment of per capita dues and magazine subscriptions to RI 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 6 – Budget.** At the beginning of each Year, the Board shall prepare or cause to be prepared a budget of estimated income and expenditures for the Year, which, having been approved by the Board, shall stand as the limit of expenditures for the respective purposes covered thereby unless otherwise ordered by the Board.

**Section 7 – Books and Records.** The books and records of the Club may be inspected by any Member at the annual meeting of the Members, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers designated by the Board to have charge of such books and records. Each Director shall at all times have access to same.

## **Article 17: Method of Electing Members**

**Section 1 – Proposal.** The name of any prospective member shall be proposed by a Member and shall be submitted to the Board in writing, through the Secretary. The proposal shall be kept confidential for the time being, except as otherwise provided in this article.

**Section 2 – Requirements.** The Board shall ensure that the proposal meets all the classification and membership requirements in these Bylaws.

**Section 3 – Approval or Disapproval.** The Board shall approve or disapprove the proposal within 60 days of its submission, and shall notify the proposer, through the Secretary, of its decision.

**Section 4 – Steps Following Approval.** 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 (in the case of active membership) to be published within this Club.

**Section 5 – Provision for Objection.** If no written objection to the proposal, stating reasons, is received by the Board from any Member within 14 days following publication, within this Club, of information about the prospective member, that person (upon payment of the admission fee as prescribed in these Bylaws, except in the case of honorary membership) shall be considered to be elected to membership. If any such objection is filed with the Board, it shall vote on the matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (except in the case of honorary membership), shall be considered to be elected to membership.

**Section 6 – Steps Following Election.** Following any such election, the President shall arrange for induction of such new Member or new honorary member of the Club, as the case may be; and the Secretary shall report such new Member or new honorary member to RI, provide appropriate literature for presentation at the induction, and assign a Member to assist the assimilation of the new Member or honorary member.

## **Article 18: 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, and shall be proper subjects of fair and informed study and discussion at a meeting of the Members for the

enlightenment of the Members toward 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 Members' meeting the merits or demerits of any such candidate.

**Section 3 — Non-political.**

- (a) *Resolutions and Opinions and Statements.* This Club shall neither issue nor adopt nor circulate resolutions or opinions or partisan political statements, and shall not take action dealing with world affairs or international policies of a political nature. All Members likewise are prohibited from adopting statements with a view to exerting any corporate pressure on governments or political authorities.
- (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.

**Section 4 — Recognizing Rotary's Beginning.** The week of the anniversary of Rotary's founding (February 23) shall be known as World Understanding and Peace Week. During this week, this Club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

## **Article 19: 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 such Member's membership, subscribe to the official Rotary magazine or to the magazine approved and prescribed for this Club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official Rotary magazine or the magazine approved and prescribed by the RI board for their club or clubs. For the duration of membership in this Club, the subscription fee shall be paid on such dates as are established by the Board for the payment of per capita dues.

**Section 2 — Subscription Collection.** The magazine subscription fee shall be collected by this Club from each Member in advance and remitted to the Secretariat of RI or to the office(s) of such regional publications as may be determined appropriate by the board of directors of RI.

## **Article 20: Arbitration and Mediation**

**Section 1 — Disputes.** Should any dispute, other than as to a decision of the Board, arise between any current or former Member(s) and this Club or the Board or any officer of this Club, on any account whatsoever which cannot be settled under any procedure otherwise provided for such purpose, the dispute shall, upon a request to the Secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

**Section 2 — Date for Mediation or Arbitration.** In the event of mediation or arbitration, the Board shall, in consultation with the disputants, set a date for the mediation or arbitration, which date shall be within 21 days after receipt of the request for mediation or arbitration.

**Section 3 — Mediation.** The procedure for mediation shall be that recognized by an appropriate authority with national or provincial jurisdiction, or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution, or be that recommended by way of documented guidelines stipulated by the board of RI or the trustees of

The Rotary Foundation. Only a Rotarian or Rotarians may be appointed as mediator(s). This Club may request that the District Governor or the Governor's representative appoint one or more mediators who is or are a Rotarian or Rotarians with appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions between the disputants as a result of mediation shall be recorded, and copies of the recording shall be held by each disputant and the mediator(s), and one copy shall be given to the Board to be held by the Secretary. A summary statement of outcomes acceptable to the disputants shall be prepared for the information of this Club. Any disputant, through the President or Secretary, may call for further mediation if any disputant has retracted significantly from the mediated outcome.
- (b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may, under Section 1, request arbitration.

**Section 4 — Arbitration.** In the event of a request for arbitration, each disputant shall appoint an arbitrator, and the arbitrators shall appoint an umpire. Only a Rotarian may be appointed as umpire or as arbitrator.

**Section 5 — 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.

## **Article 21: Changes to Bylaws**

These Bylaws may be rescinded, altered or added to at any meeting of the Members, a Quorum being present, by Special Resolution. No alteration or addition to these Bylaws shall be made which is not in harmony with the Constitution and Bylaws of RI, the Standard Rotary Club Constitution (except where therein otherwise provided), and the Rotary Code of Policies.

## **Article 22: Remuneration**

Unless authorized at a special meeting of the Members called for the purpose, no Club officer or director and no Member shall receive any remuneration for services.

## **Article 23: Borrowing Powers**

For the purpose of carrying out its objects, this 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 under the authority of a resolution passed by the Members at a meeting called for that purpose, and in no case shall debentures be issued without the sanction of a Special Resolution.