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**THE ROTARY CLUB OF EDMONTON**

**BYLAWS 2014**

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# THE ROTARY CLUB OF EDMONTON

## BYLAWS 2014

### ARTICLE 1 INTERPRETATION

#### 1.1 Defined Terms

In these Bylaws:

- (a) “Act” means the *Societies Act* (Alberta).
- (b) “Annual Meeting” (sometimes called an “annual general meeting” or an “AGM”) means the annual meeting of the Members required by these Bylaws and the Act.
- (c) “Board” means the Board of Directors and Officers of this Club.
- (d) “Bylaws” means these Bylaws.
- (e) “Club” means The Rotary Club of Edmonton.
- (f) “Director” means a Member of the Club who has been elected or appointed as a director in accordance with these Bylaws.
- (g) “General Meeting” means any meeting of the Members and includes an Annual Meeting, a Special Meeting and a Regular Meeting.
- (h) “Member” means a Member, other than an honorary member, of this Club.
- (i) “Officer” means those Members elected or designated Officers by or pursuant to these Bylaws.
- (j) “Regular Meeting” means a Regular Meeting of the Members as described in section 7.2;
- (k) “RI” means Rotary International.
- (l) “Special Meeting” means a meeting of the Members other than an Annual Meeting or a Regular Meeting.
- (m) “Special Resolution” is defined by the Act as:
  - (i) *a resolution passed:*
    - (A) *at a general 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 of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or*
- (iii) *a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.*

## **ARTICLE 2 BOARD**

### **2.1 The Board**

The governing body of this Club is the Board, which has full control and management of the affairs of the Club and shall establish and revise policy, carry out the business and take action as necessary to further the objectives of the Club.

### **2.2 Composition of the Board**

The Board shall be comprised of eight Directors, the immediate past-President, the President, the President-elect, the Secretary and the Treasurer. The Officers hold office for one year each and the Directors shall serve two year terms each, one half (4) to be elected each other year on a rotating basis.

## **ARTICLE 3 ELECTIONS AND TERMS OF OFFICE OF DIRECTORS AND OFFICERS**

### **3.1 President-Elect**

3.1.1 Not later than the month of November in each year the President shall convene a meeting of the nomination committee for the President-elect.

3.1.2 The nomination committee for the office of the President-elect shall consist of all past Presidents of the Club still holding membership in the Club.

3.1.3 The committee shall choose a chair from its membership.

3.1.4 Those eligible to be nominated for President-elect are all the Members of the Club, other than honorary members, who have served on the Club's Board of Directors for at least one full term.

3.1.5 The committee shall select one name, and may select no more than four names, to be placed in nomination.

3.1.6 The chair of the committee, having satisfied himself or herself that a nominee is willing to have his or her name placed in nomination, shall at a Regular Meeting of the Club nominate the Member or Members selected for nomination.

3.1.7 An election, if required, shall be held two weeks following the meeting at which the report of the nominating committee is given.

3.1.8 The President shall announce, immediately after the placing of a name or names in nomination, that at the next meeting he or she will call for nominations from the floor but that any such nomination must have the consent of the nominee.

3.1.9 If no further nominations are made, and if only one name has been placed in nomination by the committee, the Member nominated shall be declared by the President to be the President-elect as of July first next.

3.1.10 If more than one name is in nomination the President shall direct the chair of the nominating committee to conduct a poll by ballot. The candidate receiving a majority of the votes cast shall be declared to be President-elect as of July first next. If on any ballot no candidate has a majority, the candidate with the fewest votes shall be eliminated and further ballots as required shall be taken. If on the final ballot there is a tie then, in that event, a further ballot or ballots shall be undertaken until the tie has been broken.

### **3.2 President**

The President-elect becomes President of the Club upon completion of his or her year as President-elect, without the necessity of further election.

### **3.3 Directors**

3.3.1 A nominating committee of four to six Members to propose candidates for election as Directors shall be appointed by the Board, such committee to consist of the President-elect, who shall be chair, the immediate past-President and at least two other Members.

3.3.2 Not later than the month of March of each year, the President-elect shall convene a meeting of the committee.

3.3.3 Members eligible for election as Directors are all Members of the Club, other than honorary members, as of January first preceding who are in good standing and who have not served during the previous two years as President or Director.

3.3.4 Each year the nominating committee shall select no fewer than four names of Members to be placed in nomination as Directors of the Club.

3.3.5 The Directors elected shall assume office July first next.

3.3.6 In the event of a vacancy in one of the Director positions on the Board, the Board shall elect a replacement Director to serve for the remainder of the two year term.

### **3.4 Secretary, Treasurer and Sergeant-at-Arms**

3.4.1 The President-elect shall nominate three Members of the Club to be Secretary, Treasurer and Sergeant-at-arms, respectively, and shall notify the President and the Board of the Members so nominated.

3.4.2 A Sergeant at arms shall be selected by the President-elect and approved by the Board.

### **3.5 Elections**

3.5.1 At a meeting of the Club following the election of the President-elect, the President, or such member of the committee as he or she may designate, shall place the names selected in nomination, and shall advise the Members that at the next meeting nominations from the floor will be received for Secretary, Treasurer, and any open Director positions. The nominations may be presented by the nominating committee, by Members from the floor or both, provided that the prior consent of any nominee has been obtained.

3.5.2 If no nominations are made from the floor and if only four names have been placed in nomination for Director and one name each for Secretary and Treasurer, the President shall declare them elected.

3.5.3 If an election is necessary, the President shall name three Members of the Club to conduct it. The election shall be held at the next Regular Meeting of the Club. It shall be by ballot, the order of names being determined by lot. Each Member must vote for no more than four Director candidates and one Secretary and one Treasurer candidate, a ballot not so marked being invalid. The candidates receiving the largest number of votes shall be declared elected. In the event of a tie for the last place or places, a further election of the Club at the next Regular Meeting shall be held whereat only the names of those who tied will appear on the ballot.

### **3.6 Executive Committee**

An Executive Committee comprised of the past President, President, President- elect, Secretary and the Treasurer may be struck at the discretion of the President as and when required for Club purposes.

### **3.7 Consecutive Terms**

The Secretary, Treasurer and Sergeant-at-arms may serve consecutive terms.

## **ARTICLE 4 DUTIES OF THE DIRECTORS AND OFFICERS**

### **4.1 President**

The President shall preside at General Meetings and Board meeting, shall exercise general supervision over all affairs of the Club, and shall perform such other duties as may pertain to the office. The President shall cause a record of each Regular Meeting to be added to the permanent records of the Club.



#### **4.2 President-Elect**

The President-elect shall act in place of the President in his or her absence, and shall perform such duties as may from time to time be designated by the Board. In the absence of both President and President-elect, the immediate past-President shall act.

#### **4.3 Secretary**

It shall be the duty of the Secretary to keep the records of the membership, record the attendance at meetings, send out notices of meetings, record and preserve the minutes of board and Club meetings and make all required reports to Rotary International and to the District Governor.

#### **4.4 Treasurer**

It shall be the duty of the Treasurer to have custody of all funds, accounting for them to the Club annually and at any other time upon demand by the Board, and to perform such duties as pertain to his or her office. These duties include overseeing funds managed by committees or other Members of the Club. Upon his or her retirement from office he or she shall turn over to his or her successor or to the President all funds, books of accounts, and any other Club property in his or her possession.

#### **4.5 Office Staff**

If the Club employs office staff, such staff shall be under the immediate supervision of the President.

#### **4.6 Sergeant-at-Arms**

It shall be the duty of the Sergeant-at-Arms to attend to necessary physical arrangements of the weekly meeting place of the Club, and to perform such functions as may be prescribed by the board or requested by the President. The Sergeant-at-Arms is not a Member of the Board by virtue of that office, but is eligible to be elected a Director as well as Sergeant-at-Arms.,

### **ARTICLE 5 POWERS OF DIRECTORS AND OFFICERS**

#### **5.1 Powers**

The Officers and Directors shall exercise powers consistent with the provisions of the By-Laws. Each Officer and Director shall have one vote at meetings of the Board.

#### **5.2 Implementation and Reporting**

The Board shall ensure that the policies of the Club are implemented, shall report fully to the membership annually, and shall establish committees and delegate duties as appropriate.

### **5.3 Expenditures**

The Board may authorize expenditures on behalf of the Club from time to time, and may delegate by resolution to a committee chair the power to direct an expenditure.

### **5.4 No Remuneration**

The Directors and Officers shall serve without remuneration.

### **5.5 Borrowing**

The Board is empowered to borrow money upon the credit of the Club, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times in such sums as the Board in its discretion shall deem expedient. The Board shall notify the Membership at a Regular Meeting at least two weeks in advance of such action.

## **ARTICLE 6 REMOVAL FROM OFFICE FOR CAUSE:**

A Director or Officer may be removed through the procedure outlined at Article 13 - Expulsion of Members.

## **ARTICLE 7 MEETINGS**

### **7.1 Annual Meeting**

The Annual Meeting of this Club shall be held no later than 31 December in each year.

### **7.2 Regular Meeting**

The Regular weekly Meetings of this Club are held on a date and time and at a location to be determined by the Board. Reasonable notice of any change or cancellation of the Regular Meeting shall be given to all Club Members. The Board may cancel a Regular Meeting for cause and shall notify the Members of the cancellation.

### **7.3 Quorum at Members Meetings**

No business other than the election of a chairman (if necessary) and the adjournment of the meeting shall be transacted at any Club meeting unless a quorum of Members is present. A quorum shall be not less than twenty percent of the Members entitled to attend and vote at the meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present and entitled to vote shall constitute a quorum.

#### **7.4 Notices of Members Meetings**

7.4.1 Notice of the date, time and location of Annual or Special Meetings shall be publicized in the Club newsletter, by electronic mail, and for Members who indicate a need for regular mail the notice will be sent to the last known address.

7.4.2 For the Annual Meeting or any Special Meeting a minimum of 10 days' notice shall be given.

#### **7.5 Special Meetings**

A Special Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such a meeting.

#### **7.6 Board Meetings**

Board meetings shall be held each month on a day and time the Board shall determine. Special meetings of the Board may be called upon reasonable notice by the President or upon the request of two members of the Board.

#### **7.7 Quorum at Board Meetings**

The quorum for a Board meeting is a majority of the Board members.

#### **7.8 Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

#### **7.9 Method of Voting**

The business of this Club is conducted by voice vote or show of hands except for the election of Officers and Directors, which is conducted by ballot unless there is only one nomination. At the discretion of the Board a vote on a resolution may be conducted by electronic means. The Board may provide a ballot for a vote on a specific resolution. Voting at all meetings must be in person and not by proxy.

### **ARTICLE 8 FEES AND DUES**

#### **8.1 Admission Fee**

There shall be an admission fee of such sum as may from time to time be approved by a majority vote of the Board, to be paid before an applicant can qualify as a member.

## **8.2 Annual Dues**

There shall be annual membership dues of such sum as may from time to time be approved by the Board. Dues shall be payable on the first day of July for the ensuing fiscal year, or in such instalments as the Board may approve. The annual membership dues shall be inclusive of the per-capita levy of Rotary International, any district levy, and of the subscription price of the Rotarian magazine. When a new Member is admitted during the Rotary year, his or her membership dues shall be prorated according to the amount of the year remaining, with a minimum of twenty dollars.

## **8.3 Senior or Past Service Member**

8.3.1 A senior active or past service member who has reached the age of 65 at the beginning of the Rotary year shall pay annual dues at a rate equal to fifty percent of the regular rate.

8.3.2 A Member who resides permanently outside the Edmonton area, or is unable to attend Club meetings because of illness or infirmity, or would encounter financial hardships if required to pay the regular or reduced annual dues may, at the discretion of the Board, be granted a further reduction to annual dues to the amount required to satisfy the obligations on his behalf to Rotary International and to District 5370, and may, in exceptional cases be granted a still further reduction.

## **8.4 Religious Classification**

A Member who is admitted to the Club with the Classification "Religion" shall not be required to pay the admission fee and shall pay annual dues at a rate equal to sixty percent of the regular rate.

# **ARTICLE 9 COMMITTEES**

## **9.1 Establishment of Committees**

The Board of Directors may establish such committees as it considers necessary or appropriate to effectively meet the service and fellowship objectives and needs of the Club.

## **9.2 Committee Mandates**

The Board shall prescribe the mandate and appoint a Chair for each committee it establishes.

## **9.3 Ex Officio**

The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership.

## **9.4 Authority**

Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The President or the Board shall refer additional business to a specific committee as needed.

## **9.5 Chair**

Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the Board on all committee activities.

# **ARTICLE 10 FINANCES**

## **10.1 Annual Budget**

Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

## **10.2 Income**

The Treasurer shall deposit Club funds in financial institution(s) designated by the Board

## **10.3 Expenditures**

Bills are paid by the Treasurer or another authorized Officer when approved by two other Officers or Directors.

## **10.4 Audit**

As soon as possible after the end of the fiscal year such person or persons as have been appointed by the Board shall prepare financial statements for the Club which shall include a balance sheet together with details of interest and other income earned, expenses incurred and disbursements made or committed and details of the financial position of the Club as at the end of the fiscal year. The financial statements shall be audited but need not be audited by a professional, independent accountant. A detailed audit and review of the financial statements shall be conducted by at least two members of the Board appointed by the Board for that purpose. Such financial statements shall be distributed to the Members upon written request and shall be presented by the auditor(s) to the Annual Meeting.

## **10.5 Fiscal Year**

The fiscal year of the Club is from July 1 to June 30 in each year.

## **10.6 Signing Officers**

Two (2) authorized signatures are required on all cheques or disbursements. The Board shall designate such signing Officers.

## **ARTICLE 11 MEMBERSHIP**

### **11.1 Method of Electing Members**

11.1.1 A Member shall provide a candidate's name to the Board. A transferring or former Member of another Club may also be proposed for membership by the former Club. The proposal is kept confidential unless the Board instructs otherwise.

11.1.2 The Board shall ensure that the candidate meets all of Rotary's membership requirements.

11.1.3 The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

11.1.4 If the decision of the Board is favourable, the prospective Member is invited to join the Club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the Club.

11.1.5 If no Member of the Club submits a written objection including reasons for the objection to the Board within seven days after the Club is notified of the prospective Member, that person, upon payment of the admission fee, shall be elected to membership. If an objection has been filed with the Board, the Board shall vote on the matter at its next meeting. If approved despite the objection, the proposed Member is elected to membership after admission fee payment.

### **11.2 Honorary Membership**

11.2.1 Eligibility for 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 permanent support of Rotary's cause may be elected to honorary membership in this Club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

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

### **11.3 Rights and Responsibilities of Members**

11.3.1 Any Member in good standing is entitled to exercise one vote at any Annual, General or Special meeting.

11.3.2 With notice, any Member in good standing is entitled to review the minutes and books of the Club.

11.3.3 Each Member should attend the Club's Regular Meetings and engage in the Club's service projects, other events and activities.

#### **11.4 Resignation**

A Member may resign membership in the Club by providing written notice.

#### **11.5 Leave of Absence**

Upon application to the Board, indicating good and sufficient reason, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time. If the prospective absence is for three or more consecutive meetings the application shall be in writing.

### **ARTICLE 12 EXPULSION OF MEMBERS**

#### **12.1 Termination by Board**

The Board may terminate the membership of any Member who ceases to have qualifications for membership or for any good cause by a vote of not less than two thirds of the Board Members. The guiding principle shall be the Four-Way test and the high ethical standards expected of a Rotary member.

#### **12.2 Notice of Impending Termination**

Prior to taking any action under section 12.1, the Member shall be given at least ten (10) days written notice of the proposed action. The Member may provide a written submission to the Board and the Member shall have the right to appear before the Board to state the Member's case.

#### **12.3 Notification of Termination**

Within seven (7) days after the date of the Board's decision to terminate a membership, the Secretary shall give written notice to the Member.

### **ARTICLE 13 ARBITRATION**

#### **13.1 Arbitration**

13.1.1 A dispute arising out of the affairs of the Club and between any Members of the Club or between:

- (a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member; or
- (b) a person claiming through the Member or aggrieved person or claiming under the bylaws of the Club;

and the Club or a Director or Officer of the Club, shall be decided by arbitration, which shall be under the *Arbitration Act* (Alberta).

13.1.2 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench and there is no appeal from it.

## **ARTICLE 14 RESOLUTIONS**

Any resolutions or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a Club meeting, they shall be sent to the Board without discussion.

## **ARTICLE 15 AMENDMENTS AND CHANGES TO THE BY-LAWS**

### **15.1 Amendments**

These by-laws may be amended by Special Resolution.

## **ARTICLE 16 MINUTES, BOOKS AND RECORDS**

### **16.1 Seal**

The Club shall not adopt a seal.

### **16.2 Preparing and preservation of minutes of Members and Board Meetings**

Minutes of all meetings shall be recorded by the Secretary and posted for inspection when approved by the Board. Minutes shall be retained in e-version for at least three years.

### **16.3 Access to information and inspection of Club records**

Club Members shall have the right to inspect the books and records of the Club upon reasonable notice in writing being given to the President or Secretary.

## **ARTICLE 17 NOTICE**

### **17.1 Notice**

Any notice or document required or permitted to be given to any person or party under these Bylaws shall be in writing and shall be sufficiently given if delivered personally, sent by prepaid first class mail or transmitted by facsimile, email or other form of electronic communication during the transmission of which no indication of failure of receipt is communicated to the sender:

17.1.1 in the case of a notice to a Member at the last known address of that Member on the Club's records, it being the responsibility of the Members to advise the Club of any change of address, facsimile number or other electronic address;



17.1.2 in the case of a notice to the Club, to the then current President or Secretary of the Club at their addresses on the Club's records.

Any notice or document, if delivered or transmitted electronically, shall be deemed to have been given on the date on which it was delivered or transmitted, and if mailed, shall be deemed to have been given on the fifth business day following the day on which it was mailed.

## **ARTICLE 18 TERMINATION OF THE CLUB**

### **18.1 Motion of Termination**

The affairs of the Club may be terminated by Special Resolution.

### **18.2 Application of Club assets**

After satisfaction of all liabilities and obligations of the Club the Board, in its discretion, shall distribute all remaining assets of the Club to some or all of Edmonton Rotary Club Foundation, other Rotary Clubs in Edmonton, Rotary International District 5370 and/or to other charitable organizations having objects consistent with the objects of the Club, and if to more than one, in such proportions as to the Board seems fit. Distribution of assets to Club Members is prohibited.

