



**100 YEARS**  
1916-2016

Rotary Club of Edmonton  
Serving the Community

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THE ROTARY CLUB OF EDMONTON  
POLICY AND PROCEDURE MANUAL 2016

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*Approved by the Board of Directors June 21, 2016*

THE ROTARY CLUB OF EDMONTON  
POLICY AND PROCEDURE MANUAL 2016

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THE ROTARY CLUB OF EDMONTON  
POLICY AND PROCEDURE MANUAL 2016

**ARTICLE 1 INTRODUCTION**

**1.1 Intent**

These policies and procedures are adopted by the Board of Directors to facilitate Club administration and are meant to clarify and supplement the requirements of the Club Bylaws and the Rotary International Manual of Procedure.

**1.2 Policy and Procedures Annual Review**

The President and Board of Directors shall review this document annually. In September each year the Past President will review the previous year's board minutes and document all board decisions that impact policy. In October each year the Board will approve any changes to policy and update the manual for next year's board. Changes to policy will be shared with Club members at the Annual General Meeting.

**1.3 Conflicts with Rotary Governing Documents**

Any conflict between these Policies and Procedures and the Rotary Club of Edmonton Bylaws will be superseded by the requirements of the Bylaws.

**1.4 Availability**

These Policies and Procedures and the Club Bylaws shall be posted on the Club website.

**1.5 New Board Member Orientation**

These Policies and Procedures and the Club Bylaws shall be part of an orientation for new Board Members

**1.6 Violations**

Violations of these Policies and Procedures should be brought to the attention of the President and Board of Directors for consideration of an appropriate and timely remedy or action, if any.

**ARTICLE 2 DEFINITIONS**

1. "Board" means the Board of Directors and Officers of this Club.
2. "Club" means The Rotary Club of Edmonton, a Society incorporated under the *Societies Act* of Alberta.

3. “TERCF” means The Edmonton Rotary Club Foundation, a Society incorporated under the *Societies Act* of Alberta; CRA #: 899876940RR0001.
4. The “Trust” means The Rotary Club of Edmonton Community Service Trust Fund an unincorporated trust established by a Trust Deed dated November 8th, 1968. CRA #: 888824448RR0001.

Both TERCF and the Trust are “Registered Charities” under the Income Tax Act of Canada; TERCF as a “Public Foundation” and the Trust as a “Charitable Organization”;

Both TERCF and the Trust can give charitable donation receipts but different donation rules apply to each.

## **ARTICLE 3 BOARD**

### **3.1 Board Authority (2004)**

The Board is the governing body and authority for the Club. As such it has the duty and the power to manage all of the affairs of the Club.

No officer, director, committee, member or agent of the Club has any right, power or authority to do anything in the name of the Club or to bind the Club to any obligation or to enter into any arrangement or agreement whereby the Club may incur any obligation or liability whatsoever, without the prior written approval of the Board.

The Board will delegate authority annually through the budget and committee process.

### **3.2 President Elect Selection Process**

Following the bylaws, the process starts in November each year.

The immediate Past President will lead the process including:

- (a) In consultation with the two previous Past Presidents, prepare a list of eligible candidates;
- (b) Call a meeting of all Past Presidents with at least 2 weeks’ notice;
- (c) Ask all Past Presidents to select and send in their selection of the top 3 candidates in priority order;
- (d) Compile a short list of the top 5 candidates from those names sent in;
- (e) Present the short list at the meeting of all Past Presidents;
- (f) Determine a ranking for each potential President Elect and confirm which Past President will contact the top candidate;
- (g) Should the top candidate decline, the second candidate is asked and so on;

- (h) Continue with the process of election as outlined in the bylaws; and,
- (i) Deliver to the current President all particulars of the motion to elect the President Elect (mover, seconder, date etc.) for inclusion as an addendum to the Board minutes.

### **3.3 Travel Expenses for President and President Elect**

The Club encourages its leaders and Club members to represent the Club by attending appropriate Rotary meetings at the District and International level. The Club at the discretion of the Board of Directors may reimburse cost of this travel. The cost will not be reimbursed unless written application is made to the board and the board approves. Members must make application prior to the event. Reimbursed travel expenses that do not require prior approval will include attendance of officers and directors as follows:

- (a) President: Annual District Conference;
- (b) President-Elect: District Leadership Training, District Conference and the Rotary International Convention. Paid expenses for attendance at the RI Convention also include those of a spouse/partner.

Reimbursed expenses will include, when applicable: the lowest cost round trip airfare or cost of alternative transportation; registration fees; reasonable cost of hotel accommodations; and a reasonable allowance for meals, ground transportation, gratuities, and other appropriate and reasonable expenses as determined by the board.

Receipts for expenses associated with the travel and attendance shall be documented and submitted to the board for approval prior to final reimbursement and reconciliation to the member.

### **3.4 Conflict of Interest Disclosure (2004)**

No officer, director, member, employee or agent of the Club shall receive any direct or indirect financial benefit or other consideration, including, without limitation, reimbursement for expenses from the Club, for or in respect of any goods or services provided to the Club or to a Club event without the prior written approval of the Board. It is recognized that many members, through their positions or contacts, are able to obtain for the Club goods or services at no cost or at a reduced cost, which are of valuable assistance to the Club, particularly in its fund raising efforts. These initiatives are very much appreciated and encouraged, however appropriate disclosure is necessary.

No good or service is to be acquired, received, raffled, sold, auctioned or otherwise dealt with by or on behalf of the Club or at any event sponsored by the Club unless it has been 100% donated with the donor receiving no direct or indirect financial benefit or other consideration (including, without limitation, reimbursement for expenses) without the prior written approval of the Board. Where applicable, there shall be sufficient disclosure to ensure that people dealing with the Club or participating in a Club event are not misled, even inadvertently, about what amounts are going to charity.

### **3.5 Staff Assessment and Review**

To provide performance feedback, and an opportunity to coach and provide direction to staff members, each staff member of the Rotary Club of Edmonton shall be entitled to a semi annual

performance review. The review shall take the form of a meeting as outlined below, followed by a written assessment for the review period.

The timing of staff performance reviews should be August/September and February/March of each year. The August/September review shall be conducted by the immediate Past President (lead reviewer) and the current President of the Rotary Club of Edmonton. They shall consult with the Secretary and Treasurer and such other members of the Board or Directors or Committee Chairs as need be, to obtain a balanced perspective of the staff member's performance prior to conducting the review and assessment.

The February/March review shall be conducted by the Current President (lead reviewer) and the President Elect of the Rotary Club of Edmonton. They shall consult with the Secretary and Treasurer and such other members of the Board or Directors or Committee Chairs as need be, to obtain a balanced perspective of the staff member's performance prior to conducting the review and assessment.

It is recommended that a review of the job description be conducted prior to each performance review. This will ensure that the expectation of the staff's performance is aligned with the job description and expectation of the role. The job description may be adjusted from time to time to meet the needs of the Rotary Club of Edmonton. (2005)

## **ARTICLE 4 RELATED ORGANIZATIONS**

### **4.1 Rotary Club of Edmonton Community Service Trust Fund**

The functions of The Rotary Club of Edmonton are not exclusively charitable so it does not qualify as a charity by CRA with the result it cannot issue charitable receipts. The Trust was created by a Trust Agreement in 1968 to be an exclusively charitable organization, is registered as such with Canada Revenue Agency (CRA) and can issue charitable receipts for contributions.

The Trust's CRA registration number is 888824448RR001.

The Trust Agreement is attached as Appendix 1 to this manual. It provides that three Trustees, appointed by the Board, manage the operations of the Trust. Experience with Club affairs and consistency are valuable in Trustees and three year terms for the Trustees are preferable, with one Trustee retiring and another being appointed each year in rotation. Each Past President upon completion of their term as Past President shall be appointed by the Board as incoming Trustee for a term of three years with the appointee's consent. The Board will also appoint a Trustee to fill any vacancy in the Trustees as they occur for any reason to fill out the remainder of the term of the Trustee vacating.

The Trust Agreement provides the Trustees shall:

- (a) Maintain a separate bank account in the name of the Trust and sign the cheques on that account;
- (b) Apply the Trust's funds in accordance with its objects; and,
- (c) Account annually to the Club.

The Trust can retain the Club to provide management, fundraising, personnel and other services and pay a commensurate amount for those services upon receipt of a proper statement.

A trustee of a trust owes a higher duty of care to the beneficiary of the trust than, for example, a director owes to the organization the director serves, so the Trustees need to take care in their duties and the Board shall respect that and not interfere with the Trustees.

The Trustees need to be aware of the rules and limitations imposed on charitable organizations by CRA.

For example, CRA recommends that, to avoid non-compliance, a registered charity related to a service club should:

- (a) Keep separate bank accounts;
- (d) Keep separate books and records;
- (e) Conduct separate board meetings and record separate meeting minutes;
- (f) Clearly identify the registered charity as a separate entity by using a name that is not identical to the name of the service club;
- (g) Establish receipting guidelines for the charity's directors, officers staff and volunteers;
- (h) Make gifts only to qualified donees; and
- (i) Understand the difference between the charitable activities of the registered charity and the activities of the service club.

## **4.2 The Edmonton Rotary Club Foundation**

TERCF is a society incorporated under the Societies Act, just like the Club is, and is wholly separate from the Club. The two are not related except only for the few matters described in this section.

A copy of TERC's bylaws is located at Appendix 2 to this manual.

TERCF's bylaws provide that TERC's members must be members of the Club of at least three year's standing and all the members of TERC are to be appointed by the Club Board prior to June 30 each year.

All TERC's members serve three-year terms except the Club's past President who is each year appointed a member of TERC for a one-year term. All TERC members are TERC directors.

If the Club's Board doesn't appoint TERC members in any year the existing members continue in office. A TERC member who ceases to be a member of the Club automatically ceases to be a member of TERC. In that case the Club Board shall immediately replace the TERC member failing which the TERC members can choose the replacement from the Club's members.

The Club is to receive 7 days' notice of all TERC members' and directors' meetings.



## ARTICLE 5 PRESIDENT, PAST PRESIDENT AND PRESIDENT ELECT DUTIES

### 5.1 Rotary Club President

*(Parts excerpted from RI President's Manual)*

As President, you lead and motivate your Club, ensuring that Club members feel valuable, inspired, and connected to each other.

What you do:

- (a) Preside over Club and Board meetings;
- (b) Appoint committee Chairs and members;
- (c) Conduct Club assemblies;
- (d) Create a budget and manage Club finances, including an annual audit;
- (e) Develop a safe environment for youth participants;
- (f) Work with your District Governor and Assistant Governor;
- (g) Be involved in either selecting a major project to be undertaken or in encouraging the successful completion of a project currently under way;
- (h) Recognize Rotarians who pass away (see also p.29 Recognition);
- (i) Ensure Rotary Membership Milestones are recognized;
- (j) Ensure the Past President is recognized;
- (k) Ensure the Club recognizes Rotarian donors with a Paul Harris Fellowship.

Resources & Reference

- (a) Lead Your Club: Club President's Manual;
- (l) Be a Vibrant Club: Your Club Leadership Plan;
- (m) Membership Growth and Retention Support;
- (n) The Rotary Foundation Reference Guide;
- (o) Standard Rotary Club Constitution;
- (p) Rotary Club of Edmonton Bylaws / Policies and Procedures;

Summary:

- (a) Set goals for each committee. Encourage communication between Club and District committees. Review activities, goals, and expenditures and participate in decisions;
- (q) Supervise the preparation of a Club budget and proper accounting practices, including an annual financial review;\*
- (r) Make sure your Secretary and Treasurer have an account on Rotary.org to update membership and Club data regularly;
- (s) Collaborate with the District Governor and Assistant Governor on Club and District matters\*;
- (t) Communicate important information from the District Governor and the Secretariat to Club members;\*
- (u) Prepare for the District Governor's required visit;
- (v) Follow Rotary's youth protection policies and the Statement of Conduct for Working With Youth and implement the requirements for the Youth Exchange program;
- (w) Plan and lead regular Board meetings;\*
- (x) Plan and lead interesting and relevant Club meetings and organize fun social events;\*
- (y) Ensure that comprehensive training is conducted for Club members, as needed;\*
- (z) Involve members in carrying out your Club's goals outlined in Rotary Club Central;
- (aa) Track your Club goals in Rotary Club Central;
- (bb) Encourage members to attend District meetings, and promote the Rotary International Convention;
- (cc) Attend the District Conference;\*
- (dd) Submit a written annual report to your Club on the Club's status before leaving office;\*
- (ee) Work with your successor before leaving office;\*
- (ff) Plan and conduct the Annual Board Member Retreat in March/April of each year;
- (gg) Invite the incoming Board of Directors to attend a joint meeting with the outgoing Board at the regular June Board meeting;\*

\*Responsibility is indicated in the RI Code of Policies.

## **5.2 Rotary Club Immediate Past President**

The immediate Past President plays an important role in ensuring continuity and providing important input based on in-depth organizational knowledge. From communicating historical information to bringing a unique perspective on strategic and operational activities, he or she plays a critical role on the Board.

Responsibilities include:

- (a) The Immediate Past President shall perform duties required by the Bylaws and other duties as may be prescribed by the President or the Board;
- (b) Serve one year as a Director;
- (c) Serve one year as a Director of the Rotary Club of Edmonton Foundation;
- (d) Serve as a mentor and resource person for the President and the Board;
- (e) Advise the President and Board on past practices and operations;
- (f) Support the President and the President-Elect on an as-needed basis;
- (g) Upon request, assist Officers and Directors in performing their duties;
- (h) Chair the Past Presidents Advisory Committee;
- (i) No later than in the month of November, during the term as Immediate Past-President, the Past-President will call a meeting of the Past Presidents Advisory Committee with the intent to select the President-Elect for the subsequent Rotary year. The Immediate Past President will Chair this meeting and provide the committee with a list of all of the members of the Club who are eligible to be nominated as President-Elect;
- (j) Following completion of term as President, review the minutes of all Board meetings held during the term as President and prepare a list of all resolutions passed by the Board during the Rotary year that are intended to serve as policies to be followed in subsequent years. This list will be provided to the Club Administrator and incorporated into the most current version of the Club's Policy and Procedure Manual;
- (k) Serve as the Club's Privacy Officer; promptly investigate and take the necessary measures to ensure that the Club's established privacy protection practices are followed;
- (l) In conjunction with the President-Elect review the Policy and Procedures Manual in September and report any required updates to the Board for the Board's October meeting with any changes to be presented to the Club's Annual General Meeting.

## **5.3 Rotary Club President-Elect**

The President-Elect shall preside over Club Meetings in the absence of the President, perform duties required by these Bylaws, duties as ordinarily pertain to the office of President-Elect and other duties as may be prescribed by the President or the Board.

Responsibilities include:

- (a) Consult the Club President on decisions affecting the Club;
- (b) Serve as a Director of your Club's Board;
- (c) Recruit a member of the Club with the appropriate qualifications to serve as Club Treasurer;
- (d) Not later than March of each year the President-Elect will convene a meeting and serve as Chair of the Board Nominating Committee which will include the immediate Past-President and two or three other members of the Club, who are not eligible for election, to select no less than four members to serve as Directors who will assume office the July first next. The Board Nominating Committee shall follow the procedures outlined in the Club Bylaws for the election and appointment of Club Directors, Officers and Committee Chairs. Members who are eligible to serve as Directors are all members of the Club in good standing as of January preceding who have not served in the previous two years as President or Director.
- (e) Appoint Committee Chairs for your year:
  - (i) Suggested that the process begin 3 months prior to taking office (i.e. April);
- (f) Ensure all members are provided with the opportunity to be assigned to committees:
  - (i) Have the members committee assignments completed by the middle of June prior to the beginning of your term (July 1st);
  - (ii) Circulate the committee assignments as soon as possible;
- (g) Recruit a member of the Club to serve as Club Secretary;
  - (i) Determine the role you wish the Secretary to have during your year;
- (h) Recruit a member to serve as the Sergeant at Arms;
- (i) Work with the incoming Club Treasurer and supervise preparation of the Club budget for the year to be presented "for information purposes" at the May Board meeting immediately prior to the commencement of your term and to be formally presented and approved at the first regular Board following the commencement of your term;
- (j) Convene a Board Member Retreat approximately 3 months prior to the commencement of your Rotary year with the existing Board and new members who will be joining the Board including the Treasurer, Secretary, Sergeant at Arms and key Committee Chairs and particularly those who chair Committees that have an annual budget allocated by the Board;
- (k) Encourage incoming Club Officers to attend District training assembly;
- (l) Attend your Presidents Elect Training Seminar (PETS), District training Assembly;

- (m) Attend the District Conference;
- (n) Attend, with your spouse, the Rotary International Annual Convention held in the spring immediately prior to the commencement of your Rotary year;
- (o) In collaboration with key Officers and committee Chairs establish goals for the Year; inform the Club of those goals;
  - (i) Suggestion to facilitate above:
    - (A) Create an account on Rotary.org;
    - (B) Set and track goals for your Club in Rotary Club Central at Rotary.org;
- (p) Prepare an outline of the Club business plan for the coming year to be circulated in draft form at the June Board meeting and placed on the agenda for approval by the incoming Board at the first Board meeting of the Rotary year;
- (q) Be prepared to be involved in either selecting a major project to be undertaken or in encouraging the successful completion of a project currently under way;
- (r) Familiarize yourself with the current Club Bylaws and Policies and Procedures;
- (s) Familiarize yourself with the Club website and identify the individual who is responsible for managing and updating the website;
- (t) Begin identifying Rotarians who will be celebrating 50 years of membership, and multiple 5-year anniversaries thereafter, to be recognized in your year (as per Recognition Policy);
- (u) Together with the Immediate Past President review the Policy and Procedures Manual.

Summary - How to prepare for your year as President:

The year of planning before you take office is crucial to achieving the objectives you set out for your Club. As President Elect, you work with your Assistant Governor and incoming leadership team to set annual goals that support your Club's strategic plan. In this year you should:

- (a) Assess your Club's strengths, weaknesses, opportunities, and risks in order to set goals;
- (v) Develop an action plan for your annual goals, which support long-term achievements;
- (w) Appoint Committee Chairs;
- (x) Ensure continuity in leadership and service projects;
- (y) Attend District Presidents Elect Training Seminar (PETS);
- (z) Attend District Training Assembly.

## **ARTICLE 6 CLUB MEETINGS**

### **6.1 Political Speakers**

If a political representative addresses our Club it is the “position” speaking versus the “person” for example (the Premier, a Minister, the Mayor, etc.). In addressing the Club the program content should be directed towards policy not promises. Our Club will not have presentations from political representatives during an election campaign.

### **6.2 Speaker Policy**

The Program committee shall prepare and arrange the program speakers. In general, speakers will be selected based on their subject material and its relevance and interest to Club members. Speakers will not solicit on behalf of the cause they represent and nor will they advocate on behalf of specific religious affiliations, political party. The speakers should be advised of the Rotary policy on discrimination, and non-denominational status.

In selecting speakers with a political position (Premier, Mayor, Minister, etc.) the committee shall ensure that the content be directed towards policy.

### **6.3 Selling of Items/Materials Before and/or After a Club Meeting**

At the discretion of the Board a speaker or group may sell materials (books, CDs, DVDs etc.) after a Club meeting.

### **6.4 Annual Meeting**

The agenda for the annual meeting includes:

- (a) Review and acceptance of the audited statements;
- (b) Appointment of the auditors;
- (c) President’s report; and,
- (d) Committee’s reports

### **6.5 Annual Report**

For the continuation of the Club’s historical records at the Annual Meeting, the President will prepare the Club’s annual report consisting of:

- (a) President’s Report;
- (b) Committee Reports.

## **ARTICLE 7 COMMITTEES**

### **7.1 Committee Meeting Expenses**

Rotary committee members will be responsible for the costs of their own meals, drinks etc. while attending meetings. A Rotarian or a business may cover these costs as a gift to Rotary.

### **7.2 Committee Plans**

In seeking any approval from the Board to act on behalf of the Club (i.e. projects, partnerships, events, funding proposals etc.) full documentation should be provided including without limitation:

- (a) Budget, timeline and Rotarian leadership;
- (b) The full and correct name and address of all parties involved;
- (c) Invoices;
- (d) Purchase orders;
- (e) Proposed contracts;
- (f) Details of the goods and services being dealt with;
- (g) All discounts or credits applicable;
- (h) Competitive price comparisons and estimates where appropriate or the Board requires;
- (i) Sufficient due diligence to satisfy the Board;
- (j) Such other information as the Board may require.

After each transaction or event, a full report (including, where applicable, a detailed statement of revenues and expenses complete with all back-up documentation and information) must be provided to the Board evidencing compliance with the Board's approval and also as maybe necessary to satisfy all third party (e.g. Alberta Gaming) reporting requirements. (2005 Board)

### **7.3 Committees of the Club**

Rotary International has identified five avenues of service: Club service, Vocational service, Community service, International service, and New Generation service. To translate the avenues of service into action, RI has proposed that large Rotary Clubs activities be structured under the headings of Club Administration, Membership, Public Relations, Service projects, and Rotary Foundation. Clubs may add or eliminate committees according to their interests and activities. Article 10 of the Club Bylaws has charged the Board to create committees to meet effectively the service and fellowship needs of the Club. These procedures provide guidance in the activity of the committees. The current Club structure makes provision for Committees under the following groupings:

- (a) Club Administration;

- (b) Vocational Service;
- (c) Youth Services (see Youth Volunteer Security Policy attached as Appendix 3);
- (d) Community Service;
- (e) International Service;
- (f) Rotary Foundation;
- (g) Membership;
- (h) Fundraising;
- (i) Club Service/Fellowship;
- (j) Communications.

The committees to support each group will be confirmed each year by the President and Board of Directors. The Club members will be informed of the committee chairs annually. There are two broad groups of committees, those with spending authority and special purpose committees.

#### **7.4 Committee Membership**

The President-elect shall, subject to the approval of the board, appoint a chair for each committee for a one-year term. The Chair will be assisted by other members as required and reflected in the minutes of the Committee. Members of each committee will be recruited by the chair. Members of a committee may remain as members indefinitely.

The President may recommend members to the chair of each committee as deemed necessary.

#### **7.5 Committee Operation**

Each committee shall transact such business as is delegated to it by the Board. Each committee shall provide and periodically update Terms of Reference, which will be forwarded to the Board for concurrence. The President, with the approval of the Board, may reallocate, delete or delegate additional duties among committees. Standard Terms of Reference have been established for each committee and are available through the Club Administrator. An example is listed at Appendix 4

Each committee is expected to demonstrate positive governance practices. To be specific, the committee will establish a regular meeting date, location and format, and transmit this information to the members with adequate notice. The format should include an agenda, and minutes or notes for each meeting. To the extent practical, the business of the committee at the meetings should be conducted in a manner consistent with Robert's Rules of Order such that each decision item is supported by a motion moved and seconded by a committee member. Decisions will be supported by a vote in which each member including the chair holds one vote. The committee may conduct e-meeting as required.

On an annual basis, the committee shall make a report to the Board and the membership at a regular meeting.



At the commencement of the fiscal year, the committee should review the Terms of Reference which outline the purpose of the committee, and the deliverable(s). The committee should establish or confirm annual goals consistent with the objectives of the Club. The goals should be included in the minutes of the first meeting.

Following each meeting, the chair or delegate will advise the Club Administrator of the attendance for the record of attendance and provide a copy of the minutes or notes.

## **7.6 Financial Procedures**

As part of the ongoing budgeting process undertaken by the Board, the Club shall establish the annual budget for the committees. These allocations will be approved by the Board and recorded in the minutes. The delegated authority of the committee shall be noted in the Board minutes. The limit of delegated commitment is typically \$5000. For allocations greater than \$5000, a specific presentation will be made to the Board for approval. The Board shall determine if the allocation requires the approval of the Club membership. The President and Board must approve any agreement that legally binds the Club to future financial commitments.

The following funding guidelines are provided to assist in the evaluation and selection of requests for donations.

- (a) How will the funding make a difference and support a Rotary avenue of service (quality of life, etc.)?
- (b) Role for use of funds with preference to capital projects.
- (c) Project definition should include the full price, timelines for completion and an explanation of how the funding will be achieved.
- (d) Are other organizations involved? Is there leverage potential for our funds?
- (e) Does the organization or individual have a financial statement? Will the individual have some level of ownership by contributing personal funds for the item?
- (f) How will the Rotary contribution be acknowledged?

## **7.7 Procedures for Funding Requests**

Funding requests can be received from local, national, or international applicants or developed as a proactive project by the committee. These procedures are intended to provide a process to ensure each request is handled in an acceptable time frame and that the guidelines are referenced when considering funding requests.

All requests for funding proposed by an external source should be directed to The President Rotary Club of Edmonton through the Club administrator. Proactive projects will be considered by the committee and if required, will be briefed to the Board.

When a request is received at the Rotary Office the Club Administrator will forward the request to the Chair of the appropriate Committee within three business days, retaining the original request on file.

Each request will be reviewed, validated and considered by the committee following the established process. The due diligence will ensure that the allocation of funds will stand the scrutiny of the Club if required. The committee will decide to allocate funds or decline the request. The committee minutes will be provided to the Club Administrator and the Board will be updated on the committee decisions at the next meeting.

The Committee chair or delegate will prepare a cheque requisition using the example form found at Appendix 4, update the committee budget information, and prepare a letter to advise the applicant of the decision and outline any limitations or conditions related to release of the funds. These documents will be forwarded to the Club Administrator for action. In the event the application is declined, the applicant will be advised of the decision of the Committee.

If the funds to meet the request will come from the Trust the request must comply the requirements of CRA. If the funds to meet the request will come from casino or lottery proceeds the request must comply with the requirements of the Alberta Gaming and Liquor Commission. The Club Treasurer may provide additional guidance from time to time. The cheque requisition must include the following:

- (a) The request must indicate the purpose of the funds, the organization charitable number (if applicable), and the signature of the an office of the requesting organization. Ideally this will be in the form of a letter but a pdf version is satisfactory; and
- (b) The minutes of the committee meeting at which the request was approved.

## **7.8 Board Liaison**

The President may appoint a member of the Board to be a member of each Club committee to provide liaison between that committee and the Board.

The President shall be ex-officio member of all committees and have all the privileges of membership therein.

## **7.9 Amplified Role of Club Structure Elements and the Committees**

**Club Administration** is constituted to address issues related to the form, structure and procedures for Club operation. This committee shall prepare and arrange the programs for the regular and special meetings of the Club. Notification to the Club membership of program speakers or special programs shall be communicated at least 2 weeks prior to each meeting.

**Vocational Service** shall devise and carry into effect plans, which will guide and assist the members of the Club in discharging their responsibilities related to supporting integrity and advancing their respective vocations.

**Youth Services** shall be responsible for the identification and approval of appropriate youth projects and activities, which will promote the objects of Rotary and membership in Rotary. The Committee shall give particular recognition to the needs and aspirations of our youth who reside within the inner urban communities of Edmonton.

**Community Service** shall devise and carry into effect plans, which will guide and assist the members of the Club in discharging their responsibilities to improve the quality of life in the community. The

Committee covers the range from major Club projects to specific areas of assistance in the community. In some instances, it serves as a funder of last resort.

**International Service** shall devise and carry into effect plans, which will guide and assist the members of the Club in discharging their responsibilities in matters relating to international service.

**Rotary International Foundation.** The mission of The Rotary Foundation (Rotary International) is to enable Rotarians to advance world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty. Our Club has a local foundation, “The Edmonton Rotary Club Foundation.”

**Membership** committee shall determine classifications not represented in the Club and publicize among the member classifications for which members might be found. This committee shall also consider all proposals for membership and shall thoroughly investigate the character, business and social standing of all persons thereby proposed, and shall report their findings and their decision on each application to the Board. Initiative respecting recruitment, new member orientation and retention shall be undertaken by the committee.

**Fundraising** shall undertake initiatives to raise funds for the operation of the Club. The events will be reviewed and approved by the Board.

**Club Service/Fellowship** shall undertake activities to foster fellowship, and demonstrate that Rotary has an ongoing concern for the well-being of members.

**Communication** committee shall undertake activities to document the history of the Club, provide members with current information through the maintenance and development of various means of communication and take initiatives to promote the objects and works of the Club to the community.

## **ARTICLE 8 FEES AND DUES**

The Rotary Club of Edmonton is a membership organization and there are member dues necessary to cover the Club's operation and District and Rotary International dues.

Membership dues are payable on July 1<sup>st</sup> each year and are typically invoiced 30-45 days before their due date. Members are given several payment options at the discretion of the Board.

### **8.1 Timeliness of Payment**

The Board will:

- (a) Encourage Rotarians to pay their dues in a timely manner;
- (b) Monitor payments and share this information with the membership from July 1<sup>st</sup> to September 30<sup>th</sup>;
- (c) Act to collect outstanding payments.

If a member's obligation to the Club has been outstanding for more than 60 days:

- (a) A board member will speak with the Rotarian re: the unpaid dues, the Rotarians plans to continue and if appropriate, a payment plan;
- (b) The board member will report findings to the President

If no payment is received for 90 days, the member shall be notified in writing that if the dues are not paid or satisfactory payment arrangements made on or before 10 days after the date of notification, the Club may terminate or suspend the membership of the member at the discretion of the Board of Directors until all outstanding and past due invoices have been paid

### **8.2 Reduced Dues for Rotarians Aged 65 Plus**

Any member 65 and over will be billed at 1/2 the regular dues.

### **8.3 Rotarians Transferring From another Club**

If a transferring Rotarian is a currently paid up member in good standing with another Rotary Club, he/she will not be required to pay a one-time induction fee but will be assessed the pro rata share of the annual dues for the remaining portion of the Rotary year. (2002)

## **ARTICLE 9 FINANCE**

### **9.1 Investment of Club Funds**

The Treasurer if authorized by the Board of Directors can invest The Rotary Club of Edmonton surplus funds with a view of obtaining a reasonable return while avoiding undue risk. All such investments must be with insured banking organizations in interest bearing checking or saving accounts; or certificates of deposit maturing in 90 days or less. At the end of each month the Treasurer is to provide the Board of Directors with a summary of current balances in all non-interest and interest bearing accounts.

### **9.2 Financial Statements Approval Procedure**

- (a) Draft presented by the Treasurer at a regular Board meeting;
- (b) Financial statements audited (by auditors approved at the previous Annual General Meeting);
- (c) The Treasurer ensures the draft financial statements are reviewed by the Club's Finance Committee (a group of current and past Treasurers and Rotarians with an accounting designation);
- (d) Financial statements are finalized by the auditor;
- (e) Financial statements are presented to the Board for approval;
- (f) Financial statements are presented to the membership at the next Annual General Meeting.

### **9.3 Charitable Tax Receipts (2008)**

The Trust operates under the regulations of the Income Tax Act as administered by Canada Revenue Agency. Our Club conducts fund raising activities, which include:

- (a) Acquiring Sponsorships;
- (b) Acquiring Charitable Gifts;
- (c) Acquiring Gifts-in-Kind;
- (d) Sale of products and services.

The Trust may provide receipts for donations under specific conditions.

### **9.4 Conditions of Acceptance**

The Trust will not accept any Donation:

- (a) That may improperly benefit any individual or jeopardize the registered charity status of the Trust;

- (b) A gift that is encumbered by restrictions which may create undue financial burden to the Trust and/or Rotary;
- (c) Property unless accompanied by a certified appraisal that determines its value, authenticity and liability associated with the property.

### **9.5 Contribution of Services**

Services such as time and effort are not a transfer of property and therefore an official donation receipt cannot be issued. However, a charity can pay an individual such as a lawyer, account or entertainer for services rendered and later accept the voluntary return of all, or part of, the payment as a donation. These are two separate transactions. In this situation, the charity can issue an official donation receipt, but the donor must declare this income when filing their income tax return.

### **9.6 Sponsorship**

Where a business gives cash or other property, it may not necessarily be a gift to the charity. If the expectation of the transaction is to receive a business advantage, such as promotion or advertising, the charity cannot issue an official donation receipt, as this is not considered a gift.

### **9.7 Issuance of a Tax Receipt**

For all donations of gift-in-kind, cash, or property, the donor or representative of the donor, may request a tax receipt. The Trust will issue a tax receipt according to the Fair Market Value as outlined in the Canada Revenue Agency regulations, and subject to satisfying the conditions outlined by the Trust.

The generally accepted meaning of fair market value is the highest price that the property would bring in an open and unrestricted market between a willing buyer and a willing seller who are knowledgeable, informed and prudent, and who are acting independently of each other. Fair market value does not include any amounts paid or payable to other parties such as sales agents or sales taxes such as GST and/or PST. Fair market value for property will be determined by a current independent appraisal conducted by an acknowledged expert appraiser. The donor will bear the cost of the appraisal.

### **9.8 Procedures**

If the donor requires an income tax receipt, explain the Trust preferred practice as follows:

- (a) Refer the activity to the Chair of the Acquisition Committee,
- (b) The receipt, in the name of the Trust will be issued by the Rotary office with the concurrence of the Club Treasurer and signed by one of the Trustees.

### **9.9 Contribution of Services**

- (a) The donor invoices Rotary for the full cost of the gift;
- (b) Rotary pays the full invoice by cheque;

- (c) The donor concurrently makes a cash, cheque or credit card gift donation in the same amount; the Trust issues an income tax receipt for the donation.

### **9.10 Property**

- (a) The donor provides the Trust with the property along with a current appraisal by an acknowledged expert;
- (b) The Trust issues an income tax receipt for the appraised value.

## **ARTICLE 10 MEMBERSHIP**

### **10.1 New Members**

The Rotary Club of Edmonton accepts new members by invitation only. A Rotary Club of Edmonton Rotarian or the Membership Committee must propose all new members for membership. Once proposed, the membership committee will submit the prospective member to the board of directors for approval. After Board approval, the membership committee will submit the prospective member to the general membership for comment.

Note, proposed members are not “approved” by all club members. Even if one or more members object to a new member, the Board can still approve admission of the new member into the club.

### **10.2 New Member Introduction Process (see form in Appendix 5).**

- (a) The sponsor invites the candidate to several lunches. The sponsor will be asked to register his/her guest so the guest can be introduced to Club members. To avoid future potential embarrassment, the sponsor should not introduce the guest as a future new member of the Club since membership in the Club is not assured.
- (b) The sponsor should inform her/his guest about Rotary in general terms, noting the emphasis placed on attendance at weekly meetings and mentioning the annual membership cost (about \$500) and the cost of lunches (about \$26).
- (c) After the potential new member has attended two to four meetings with the sponsor and the sponsor has determined that the person is interested in becoming a member of the Club, the sponsor completes a New Member Proposal form and submits hard copy or emails it to the Membership Committee chair. The New Member Proposal Form is available on the Club's website in the member area. The form can also be obtained from the club administrator.

### **10.3 New Members Approval Process**

Step 1: A completed, written new member proposal form is received by the Membership Committee Chairperson (Chair) or the Club Secretary (Secretary).

Step 2: A tracking number is assigned to the proposal by the Chair.

- Step 3: The proposal is sent to the “Classification” sub-committee chair for assigning an appropriate classification and for checking References.
- Step 4: Upon checking the references and review of the assigned classification, the proposal is brought forward in a Membership Committee meeting for review, comments and approval by the committee members. The membership committee meetings are either “Virtual Meetings” held through emails, or as conventional in-person meetings. These meetings are held as frequently as required by the business at hand at the discretion of the Chair, or as requested by the committee members but with an objective of having each new membership proposal on the agenda of a committee meeting within no more than 28 days after the receipt of the proposal by the committee.
- Voting in the “Membership Committee” meetings is held as per the guidelines stated in the Terms of Reference for the Membership Committee.
- Step 5: Upon approval by the Membership Committee, the Chair sends information on the proposed members by email to the Club members for a 10 day posting. The objective of this step is to inform all the club members about the proposed members and to invite comments or concerns (if any) prior to consideration of the new member proposals by the Club Board of Directors (The Board).
- Step 6: Upon completion of the 10 day posting period, and if no concerns are received from any of the Club member, the Chair sends the new member proposals to the Board for their review and approval at their next scheduled meeting.
- Note: To shorten the timing of the new member approval process, the Chair may send the new member proposal (s) to the Board prior to the completion of the 10 day posting period for Approval that is “Conditional” on the expiry of the full ten days after email notification to the Club members, with neither the Rotary office, the President or the committee members receiving any concerns from members of the club.
- Step 7: The Board member assigned as a “Liaison” to the Membership Committee informs the Chair regarding the Board’s decision on new member proposals.
- Step 8: The Chair sends a letter to the “proposer (s)” of the new members (by email, with the hard copy left in proposer’s mail slots during lunch meetings) to inform the proposer of the Board’s decision, and also to get the proposer to arrange attendance at a “Rotary Information Meeting” for the new member. This letter is copied to the Club Secretary, the Board Liaison, and to the other Membership related Committee Chairpersons, as determined from time to time.
- Step 9: A specifically assigned Membership Committee member conducts a follow-up with all proposers to ensure that the “Rotary Information Meeting” takes place for the new proposed members.
- Step 10: Upon completion of a “Rotary Information Meeting”, the person conducting this meeting contacts the Chair to communicate the names of all (especially the proposed members) in attendance.



Step 11 The proposer contacts the Club Secretary to complete all “signing-up” procedures and to arrange the New Member Introduction at a regularly scheduled club meeting.

Step 12: The proposed member is introduced to the Club members and becomes a part of the Rotary Family.

The following types of prospective members are referred directly to the Board by the Chair without incurring Steps 4, 5, 6, 8, 9 and 10 above:

- (a) Former members of our club, but not active currently, who want to return back to our Club;
- (b) Former members of other Rotary clubs, but not active currently, who want to join our club;
- (c) Current Rotarians who want to transfer to our club.

#### **10.4 New Member Welcome**

The Sponsor for each new member will introduce him/her to the club at a regular meeting. The President will induct each new member and provide the new member with a welcome letter and package of information.

#### **10.5 Red Badge Program (see form in appendix 5) (2009)**

A new member is issued a temporary “Red Badge” when he/she joins the club and must earn their permanent blue badge by:

- (a) Attending 25 Rotary meetings (including serving on committees and make-up meetings);
- (b) Attending 5 new member meetings;
- (c) Attending a Rotary Information Session; and
- (d) Serving on the Sergeant At Arms Committee for 1 year.

A transferring Rotarian will be announced to the membership at a regular Club meeting. He/she will earn their permanent blue badge by attending 15 Rotary meetings (2009)

#### **10.6 Silver Badge Program**

Each current member in good standing will receive the Silver Rotary Badge after 20 years of Rotary Service in any number of Clubs (2008).

#### **10.7 Rotarians Transferring from other Clubs**

Any Rotarian wishing to transfer to the Rotary Club of Edmonton must be a member in good standing with their prior club and must be sponsored by a member of the Rotary Club of Edmonton.

## **ARTICLE 11 ATTENDANCE**

Club members are expected to make every effort to attend every meeting in its entirety. Those members who must leave the meeting early are encouraged to sit at the table near the entrance and exit quietly prior to the introduction of the speaker.

A member shall be counted as attending a regular meeting if the member is present for at least 60% of the meeting. Make-ups for missed meetings are summarized below.

Members will be advised quarterly if their attendance is unacceptable. Continuing membership in the Club is subject to review by the Board of Directors after three quarters of unacceptable attendance.

### **11.1 How to Make-up a Missed Meeting**

Missed meetings may be made-up, 14-days before or after the regular time of the missed meeting, in one of the following ways:

- (a) Attendance at meetings of other Rotary Clubs;
- (b) Attendance at a Rotary board meeting on the second Tuesday of each month;
- (c) Attendance at district meetings;
- (d) Attendance at Rotary Club committee or new member meetings;
- (e) Participation in club activities that require a minimum of one hour of participation for each member;
- (f) Internet Make-ups on the Rotary International website – E-Club.

### **11.2 Leave of Absence Policy**

Members of the Rotary Club of Edmonton may request a leave of absence at any time, for personal, work, or medical reasons. The Rotary Board of Directors must approve all leave of absences. In order to be granted a leave of absence, members must be in good standing with all dues paid up to date.

There is a maximum one-year leave of absence allowed for personal or work reasons. Unlimited medical leave of absences are allowed.

While on leave of absence, a member must pay their dues at the regular rate. A member may continue to attend meetings and events whenever possible, and is responsible for paying for their own lunch or event cost.

A member may return from a leave of absence at any time.

### **11.3 Honorary Rotarians**

The Rotary Club of Edmonton may from time to time extend an honorary membership to a member of the public or existing Rotarian, to honour them for their service to the community and / or the Rotary Club of Edmonton.

Honorary Rotarians are recognized as full Rotarians at the Rotary Club of Edmonton only, are NOT recognized by Rotary International, and do not pay club, district, or RI dues. Rotarians may attend all Rotary Club of Edmonton meetings, events, and functions, but must pay for their participation if there are any fees associated with these events (i.e., the cost of lunch etc.).

A Rotarian who has been a member for at least 20 years and is experiencing some kind of medical or other hardship may be offered an Honorary Rotarian status with the approval of the club board of directors.

## **ARTICLE 12 RECOGNITION**

### **12.1 Recognizing Past Presidents**

The Club will recognize the immediate Past President with a Paul Harris Fellowship (PHF) in September or October each year. The PHF will be funded from club points.

The current President will be responsible for organizing the recognition and making the presentation at a regular Club meeting. Family members will be encouraged to attend.

### **12.2 Recognizing Rotary Membership Milestones**

The Club will recognize Rotarians with a Paul Harris Fellowship (PHF) as they celebrate 50 years of Rotary membership and on every 5-year anniversary going forward. The PHF will be funded from club points.

The Club Foundation Chair will be responsible for organizing the recognition and making the presentation at a regular Club meeting. Family members will be encouraged to attend.

If a Rotarian is not able to attend a Club meeting, the recognition will be presented at their home or other appropriate venue and a report will be made to the membership.

### **12.3 Recognizing Rotarian Donors with a Paul Harris Fellowship**

The Club will recognize Rotarians who have made a gift to Rotary International of \$1,000 US with a Paul Harris Fellowship (PHF).

The Club Foundation Chair will be responsible for organizing the recognition and making the presentation at a regular Club meeting. Family members will be encouraged to attend.

If a Rotarian is not able to attend a Club meeting, the recognition will be presented at their home or other appropriate venue and a report will be made to the membership.

### **12.4 Recognizing Rotarians Who Pass Away**

The President will honour the passing of a Rotarian by arranging to:

- (a) Have a single rose at the podium;
- (b) Recruit a Rotarian to present a 2 to 3 minute remembrance of the deceased Rotarian and;

- (c) Have the club donate \$50.00 to the Rotary International Foundation and \$50.00 to the Club Foundation in honour of the deceased.

### **ARTICLE 13 COMMERCIALIZATION OF MEMBER INFORMATION**

Club Member information, including member's email addresses, listed on the Club website are "Club confidential" and are not for distribution to non-Rotarians. Use of member information for mass marketing or commercial mailing is prohibited.

### **ARTICLE 14 WEBSITE INFORMATION AND MANAGEMENT**

Club members are encouraged to update their personal information on the website on a timely basis. The Webmaster or President shall approve all other information, other than personal membership information updates, prior to posting.

### **ARTICLE 15 PROMOTIONS AND REQUESTS FOR FUNDS**

Direct requests for funds from members (passing of the hat) at regular Club meetings are prohibited.

Speakers, organizations, or agencies seeking financial assistance from Club members at regular Club meetings may be permitted to briefly address the Club to describe the event and provide promotional flyers at the discretion of the board. Requests to the board must be made in advance of the anticipated solicitation.

### **ARTICLE 16 PRIVACY STATEMENT**

#### **16.1 We Will Only Collect and Use Information**

For Club Purposes: Individual privacy is very important, so the Rotary Club of Edmonton will only collect and use information needed to offer and fulfill our core club purposes. We will be lawful and fair to the individual whose data we are storing and will retain only what we need to maintain our relationship with them. This means we will not disclose information for an unrelated purpose without the consent of the individual or by authority of law.

#### **16.2 We Will Strive For Data Quality**

The Club's ability to successfully implement its mission is dependent on maintaining accurate information. It is each individual Rotarian's responsibility to keep his/her information accurate.

#### **16.3 We Will Be Open about How We Use Data**

Our Club values networking and Rotarians support each other in their business endeavors. Rotarians will not use the club roster to distribute unsolicited appeals or communications promoting their business.

**16.4 We Will Act With A Sense Of Urgency on Potential Breaches**

Accountability for protecting Rotarians in our club is a shared responsibility. The Past President (or his designate) will serve as Club Privacy Officer and will promptly investigate and take the necessary measures to ensure that our established privacy protection practices are followed.

## Appendix 1 Community Trust Fund Trust Agreement

### TRUST AGREEMENT

Deed of Trust made this 8 day of November A.D. 1968  
between

THE ROTARY CLUB OF EDMONTON (hereinafter called the Club)  
of the one part and FRANCIS SYMES, EDMUND J. THOMPSON and  
WILBUR F. BOWKER (hereinafter called The Trustees) of the  
other part.

1. The Club hereby establishes the Rotary Club of  
Edmonton Community Service Trust Fund (hereinafter called the  
Trust Fund).

2. The Trustees of the Trust Fund are:  
Francis L. Symes  
Edmund J. Thompson  
Wilbur F. Bowker

and the Trustees shall serve as Trustees for the  
period designated by the Board of Directors of the Club and at  
the expiration of that period, the said Board shall designate  
new Trustees.

3. The objects of the Trust Fund are charitable and  
specifically for the relief of poverty and the advancement of  
religion, education and other purposes beneficial to the  
community and including the provision of Christmas hampers or  
gifts to the needy.

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4. All moneys received by the Trust Fund shall be held exclusively for the purposes enumerated in Clause 3, and the Trustees' covenant that all moneys received by the Trust Fund will be expended only for the purposes outlined in Clause 3.

5. No business shall be carried on by the Trust Fund.

6. All monies received by the Trust Fund shall be deposited in a bank account opened in the name of "Rotary Club of Edmonton Community Service Trust Fund". All monies deposited in the aforesaid bank account shall be used exclusively for the objects and purposes enumerated in Clause 3. Such Trustees as may be designated from time to time by the Board of Directors of the Club shall have exclusive signing authority in respect of the said bank account.

7. At least once in each calendar year or more frequently, if requested to do so by the Board of Directors of the Club, a separate accounting shall be made by the Trustees to the Rotary Club of Edmonton of all monies received and all expenditures made by the Trust Fund.

8. In the event of dissolution of the Trust Fund, all net assets remaining at the time of dissolution shall be distributed to one or more Canadian charitable organizations. The amounts and the Canadian charities to whom the amounts shall

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be given shall be designated by the Trustees.

IN WITNESS WHEREOF the authorized officers of the Club and the Trustees have duly executed this Deed of Trust as of the day and year first above written.

SIGNED, SEALED and DELIVERED IN THE PRESENCE OF:

<u><i>C. Rhoden</i></u> Witness as to the Signature of	<u><i>J. P. ...</i></u> President, Edmonton Rotary Club
<u><i>C. Rhoden</i></u> Witness as to the Signature of	<u><i>...</i></u> Secretary, Edmonton Rotary Club
<u><i>C. Rhoden</i></u> Witness as to the Signature of	<u><i>...</i></u> Trustee
<u><i>C. Rhoden</i></u> Witness as to the Signature of	<u><i>Edmund J. Thompson</i></u> Trustee
<u><i>P. C. ...</i></u> Witness as to the Signature of	<u><i>W. J. Barker</i></u> Trustee



**Appendix 2**  
**Edmonton Rotary Club Foundation Bylaws**

THE SOCIETIES ACT □

(Section 11) □

THE EDMONTON ROTARY CLUB FOUNDATION

CONSOLIDATED BYLAWS □

as prepared by □

H. DOUGLAS MONTEMURRO of PARLEE McLAWS LLP

ON DECEMBER 16, 2009

1. INTERPRETATION □ The following definitions shall apply to all parts of these By-Laws:

1.1 "Society" shall mean "THE EDMONTON ROTARY CLUB FOUNDATION". □

1.2 "Directors" and/or "Board" shall mean the Members of the Society. □

1.3 "Depository" shall mean and include any trust company, chartered bank, Province of Alberta Treasury Branches, The Edmonton Community Foundation, national brokerage or investment firm, or any other institution, entity or agency authorized or licensed in Alberta to hold, manage or invest funds or property. □

1.4 "Member" shall mean a member of the Society duly appointed under the By- Laws of the Society. □

1.5 "Club" shall mean "The Rotary Club of Edmonton". □

2. MEMBERSHIP

2.1 There shall be not less than five (5) Members of the Society, all of whom shall be members of three or more years standing in the Club. One of the Members shall be the immediate Past President of the Club who shall serve for a one-year term. The remaining four Members, who are referred to as the General Members, shall each serve for three-year terms. Any General Member may be reappointed for one second and consecutive three-year term. A Member who is a past president of the Club may be reappointed as a General Member. Any Member may withdraw from membership at his or her individual discretion at any time.

2.2 The Members of the Society shall be appointed by the Board of Directors of the Club prior to the end of June each year. Any Member, Director or Officer who fails to attend three or more consecutive meetings of the Members or Board may be removed from office by a unanimous vote of the remaining Members, or by the Board of Directors of the Club.

2.3 Notwithstanding the provisions of Section 2.2, if Members are not appointed by the Board of Directors of the Club prior to the end of June each year, the incumbent Members shall continue in office until their successors are appointed.

2.4 Of the four General Members appointed July 1, 1993, two shall be appointed for three-year terms and two for two-year terms.

2.5 Notwithstanding the provisions of Sections 2.1 to 2.4 inclusive:

2.5.1 No Member of the Society may continue as a Member unless he or she is a member of the Club. □

2.5.2 In the event of the death, withdrawal or disqualification of a Member pursuant to these By-Laws, his or her replacement to finish the term of the Member replaced, shall be appointed forthwith by the Board of the Club, or, failing such an appointment for a period of two months, the remaining Members of the Society may appoint a replacement from among the eligible members of the Club. □

### 3. TERMINATION OF MEMBERSHIP

Membership in the Society may be terminated:

3.1 On submission of a letter of resignation from a Member to the Society and such resignation shall be effective upon acceptance by the Board or upon a date as specified by the Board; or

3.2 Upon a resolution passed by the Board, for any default by a Member of or upon any Member ceasing to be qualified pursuant to the provisions of these By-Laws, and such termination shall be effective upon the date of the resolution by the Board terminating the membership unless another date is specified by the Board.

### 4. OFFICERS

4.1 The Officers of the Society shall consist of a President, a Secretary, a Treasurer, a Vice-President or Vice-Presidents, and such other officers as the Directors shall from time to time appoint. Any one Member may fill more than one of the said offices. The persons holding such offices, in addition to performing any duties assigned to them by the Directors, shall have such powers as are usually incidental to such offices, and, in particular, the powers hereinafter assigned to them by these By-Laws. All Officers shall be elected at the Annual General Meeting and shall hold office during the pleasure of the Directors for a period of one (1) year and thereafter until replaced or reelected by the Directors.

4.2 The President shall be the chief executive officer of the Society and, subject to the direction of the Board, shall exercise supervision and control over the business and affairs of the Society and its Officers, agents and employees.

4.3 The Vice-President, or if more than one, the Vice-Presidents in order of seniority of their appointments, shall be vested with all powers, and shall perform all the duties of the President in the event of the absence, unavailability, disability, or refusal of the President to act, or upon or under the direction of the President.

The Vice-President, or, if more than one, the Vice-Presidents in order of seniority of appointment, shall also have such other powers and duties, if any, as may from time to time be assigned to them by the Board.

4.4 The Secretary shall issue or cause to be issued notices of all meetings of the Board and Members when directed so to do, keep minutes of all meetings of the Board and Members, have charge of the minute book of the Society, keep all other books and records of the Society, sign with the President or other signing officer or officers of the Society such instruments as require the signature of the Secretary, and perform such other duties as the Board from time to time may properly require.

4.5 The Secretary shall have the care and custody of the seal of the Society, if any. □

4.6 The Treasurer shall have the care and custody of all of the funds and securities of □ the Society and shall deposit the same, in the name of the Society, with the Depository. Upon application by any Director at the office of the Society during business hours, the Treasurer shall exhibit the books, records and accounts of the Society. The Treasurer shall sign or countersign such instruments as require the Treasurer's signature, and shall perform such other duties as the Board may from time to time properly require.

## 5. MEETINGS AND VOTING

5.1 Each Member or Director shall have one (1) vote. In the case of a tie vote, the President shall have a second or casting vote.

5.2 Three (3) Members or Directors of the Society shall form a quorum for any meeting.

5.3 The Directors shall have the powers of the Society and shall enforce the provisions of these By-Laws.

5.4 The Annual General Meeting of the Society shall be held prior to October 31 of each year. Seven clear days written notice of all general meetings and Directors' meetings shall be given by the Secretary to all of the Members and to the Club, either personally or to the last known addresses of the Members and the Club.

5.5 On the written requisition of three (3) or more Members of the Society (stating the objects for which a meeting is required) the Secretary shall forthwith proceed to convene a Special General Meeting of the Society. Any meeting so convened shall be convened and conducted in the same manner, as nearly as possible, as an Annual General Meeting. Unless such Special General Meeting shall have been called by a quorum of Members of the Society, no business, other than that stated in the requisition as the objects of the meeting, shall be transacted thereat.

5.6 The President may at any time, and the Secretary shall at the request of any three (3) Directors, convene a meeting of the Board.

5.7 The President shall preside over all meetings. In the absence of the President, one of the Vice-Presidents selected by the Members or Directors shall preside as chairman, and failing either of the said officers, the majority of Members or Directors present shall elect a chairman.

5.8 Notices of any meeting of the Society shall designate the time, date, place and purpose of the meeting.

5.9 At all Annual General Meetings of the Society, the order of business shall be as follows, unless otherwise determined by the Members:

5.9.1 Meeting called to order

5.9.2 Minutes of the last meeting

5.9.3 Business arising out of the minutes

5.9.4 President's report

5.9.5 Financial statements

5.9.6 Correspondence

5.9.7 General business and work of the Society

5.9.8 Elect Officers

5.9.9 New business.

5.10 At meeting of the Society a resolution put to the vote of the meeting shall be any  decided upon by a show of hands, unless any two persons entitled to vote thereon request a secret ballot. A declaration by the Chairman that such resolution has been carried, or carried unanimously, and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the passing of the resolution.

5.11 If a secret ballot is requested pursuant to paragraph 5.10, it shall be taken in such manner as the Chairman may direct.

5.12 No Member, or person entitled to vote on any resolution, may vote by proxy for another Member.

5.13 Save where otherwise provided by these By-Laws, any resolution requiring the votes of at least three-quarters of the Members of the Society before it is carried, shall be known as a "Special Resolution", and a copy of such resolution shall be filed in duplicate with the Registrar of Alberta Corporate Registry by the Secretary, and the Secretary shall receive from the Registrar a filed copy of such resolution to be placed in the minute book of the Society.

5.14 No business shall be transacted at any meeting of the Society unless a quorum of Members or Directors is present at the time when the meeting proceeds to business. The Chairman may, with the consent of a majority of Members or Directors present at any meeting where a quorum is in attendance, and shall, if so directed by the said majority, adjourn the meeting from time to time and from place to place.

5.15 All decisions of the Society shall be presented at any meeting in the form of a motion, moved and seconded, and following discussion, if any, upon the subject matter of the motion, a vote shall be taken and if passed by a majority it shall then be entered in the minute book of the Society as a resolution passed.

5.16 A resolution signed by all the Members or Directors, as such, shall be as valid and effectual as if it had been passed at a meeting of the Members or Directors, duly called and constituted, and shall be entered in the minute book of the Society accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

## 6. BANKING AND FINANCES

6.1 All donations and income of the Society shall be deposited with the Depository in accounts as the Board may decide from time to time. With approval of the Board, the funds of the Society may be placed with and held by more than one Depository.

6.2 Payments from funds of the Society shall be made only on the basis of a resolution of the Board, and shall be made exclusively for the purposes of the objects of the Society contained in paragraph (2) of the Application of the Society or for the legitimate operating expenses of the Society, and in accordance with the laws and regulations which apply to the operation of the Society.

6.3 No person connected with the Society, other than those who may be deemed employees or agents of the Society, shall derive any personal gain or profit arising as a result of association with the Society. Members and Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Society and approved by the Board.

6.4 The financial year of the Society shall end on June 30 of each year. □

6.5 As soon as possible after the end of the financial year, such person or persons as □ have been appointed by the Board shall prepare financial statements for the Society which shall

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include a balance sheet together with details of interest and other income earned and expenses incurred, donations received, disbursements made or committed for charitable purposes, other disbursements made or committed, assets and liabilities and details of the financial position of the Society as at the end of the said financial year. The financial statements shall be audited but need not be audited by a professional accountant. A detailed audit, examination, review and analysis of the financial statements shall be conducted by at least two members of the Board who are appointed by the Board for that purpose. Such financial statements shall be distributed to Members upon written request and shall be presented to the Annual General Meeting.

***[Note: 6.5 was replaced in its entirety by Special Resolution dated April 22, 2009 and filed with Corporate Registry on April 27, 2009. The previous Section 6.5 read as follows:***

*“As soon as possible after the end of the financial year, the Treasurer shall prepare a financial report. This report shall include detailed listings of: donations received, interest and other income earned, disbursements made or committed for charitable purposes, other disbursements made or committed, and details of the financial position of the Society at the end of the financial year. Each year this financial report shall be audited by a Chartered Accountant appointed by the Members. Both the financial report and the auditor's report shall be distributed to Members upon written request and shall be presented to the Annual General Meeting.”]*

6.6 Funds or property of the Society may be held or invested as follows:

6.6.1 such accounts, deposits or investments as are from time to time authorized by law either for trustees or Canadian life insurance companies; □

6.6.2 no investment shall be made in real estate unless for the production of income or which would result in a total book value of all real estate (excluding real estate donated, bequeathed or endowed) held by the □Society exceeding 5% of the book value of the total assets of the Society; □

6.6.3 on behalf of the Society by The Edmonton Community Foundation ("E.C.F.") in the Consolidated Trust Fund or other appropriate fund from time to time established, maintained and operated by the E.F.C. pursuant to The Edmonton Community Foundation Act, its By-laws and Investment □Policies, as they exist from time to time, and □

6.6.4 any short term investments or deposits maintained by the Society shall be limited to government or government backed investments or accounts or deposits insured against loss by the Canadian Deposit Insurance Corporation and into high quality banks, trust companies and corporations □having a minimum rating of R1 by the Canadian Bond Rating Service. □

6.7 In carrying out of the objects of the Society, the Members shall have full responsibility and authority to determine the manner in which the income and principal of the funds and/or property of the Society shall be distributed.

6.8 All cheques, bills of exchange or other banking documents shall be signed for and on behalf of the Society by the Treasurer or Secretary, together with the President or a Vice- President.

6.9 The payment of all monies of the Society shall be made only upon the authority of an ordinary resolution of the Board.

6.10 The Society shall not have the power to borrow money. □

6.11 The books and records of the Society may be inspected by any Member of the □ Society at each Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. Each Member shall at all times have access to such books and records.

## 7. AMENDMENTS TO BY-LAWS

7.1 The Members may in respect of their duties and the business of the Society, make such rules and regulations and carry on their duties thereunder in such manner as the majority of the Members of the Society may from time to time determine.

7.2 These By-Laws may be rescinded, amended or added to by means of a Special Resolution duly passed and approved at any meeting of which due notice shall have been given at least twenty-one (21) days prior to the date of such meeting. Any Special Resolution may be passed by the vote of not less than Seventy-five (75) percent of those Members who, if entitled to do so, vote in person. It may also be passed as a resolution in writing signed by all of the Members.

## 8. LIQUIDATION

8.1 In the event that the Society shall be wound up or liquidated in accordance with the provisions of The Societies Act of Alberta, all the assets, property, real or personal, held by the Society, or any future interest that but for liquidation would vest in the Society, shall be transferred and conveyed to another recognized charitable organization having objects similar to the objects of the Society. Such other organization shall be selected by the Members upon liquidation, subject to formal approval of the Club, and subject to the provision that all the funds and/or property of the Society shall be administered for the benefit of charities and charitable objects, only.

## 9. DUTIES OF MEMBERS

9.1 The Officers of the Society shall present an annual report to the Members at every Annual General Meeting. It shall include the financial report prepared by the Treasurer, and the auditor's report thereon. Where required by law, a copy of the annual report of the Society,

signed by two officers, shall be filed with the appropriate regulatory and/or taxing authorities within the prescribed time limits.

9.2 The Secretary shall file with the Registrar, on an annual basis, the reports, returns and financial statements required by the Societies Act and any Regulations thereunder.

#### 10. LIABILITY OF MEMBERS

10.1 No Member shall, in his individual capacity, be liable for any debt or liability of the Society.

10.2 No Member shall be liable for any fee with respect to membership in the Society; and any Member may apply to the Treasurer for reimbursement for personal disbursements in carrying out the objects of the Society, but such disbursements shall be approved, prior to payment, at a duly constituted meeting of the Board.

#### 11. ADOPTION AND ACCEPTANCE

11.1 These By-Laws were adopted by The Edmonton Rotary Club Foundation the 1st day of September, 1994.

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[END OF BYLAWS]

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September 1, 1994 {E5708083.DOC;1}



### Appendix 3 Youth Volunteer Security Policy.

#### ROTARY CLUB OF EDMONTON YOUTH VOLUNTEER SECURITY POLICY (2008 Board)

The Rotary club of Edmonton fully endorses the Rotary International Youth Volunteer Security Policy as required by Rotary International and Rotary International District 5370. The Rotary Club of Edmonton subscribes to the process identified in the Rotary International District 5370 Youth Volunteer Security Policy. The Club will require members involved in Rotary sponsored Youth Programs, or any other program or project which requires a Police Check and/or Security Clearance to become a "Certified Volunteer" prior to participating in the program or project. The process we will follow meets the policy guidelines established in the Rotary International District 5370 Youth Volunteer Security Policy:

*All individuals working as volunteers within a Rotary sponsored youth program are required to adhere to the following policy.*

1. Police records check are required for host families (*to include all occupants 18 years and older*) as well as anyone else who will have *extended* unsupervised contact, on a one to one basis, with youth who are participating in Rotary Youth Programs.

*Unsupervised contact will be interpreted as being in the company of a youth when there will be no other persons around.*

2. Guidelines for security screening:

Automatic disqualification from youth programs will be based on the following convictions:

- (a) Indictable offenses involving violence
  - (b) Any crime of violence against children
  - (c) Any spousal abuse offenses
  - (d) Any offenses involving weapons
  - (e) Arson
  - (f) Possession of a controlled substance
  - (g) Drug trafficking
  - (h) Drinking and driving including refusal of breathalyzer offenses within the last 5 years, second offenses permanent disqualification
  - (i) Summary conviction of drug offenses within 5 years, second offenses permanent disqualification
- Process to secure clearance:

3. Process to secure clearance:

- (a) It will be the responsibility of the individual volunteer to obtain a police records check from their local police agency.
- (b) Once the police records check has been obtained it will be presented in a sealed envelope, marked 'confidential' by the volunteer to a Rotary District 5370 Youth Volunteer Security Committee.
- (c) The RDYVSC will review the police records check and either certify or reject the volunteer, based on established guidelines, as above.
- (d) The volunteer will then present their certification to their individual club, allowing them to participate in the Rotary Youth Program or other Rotary projects for which they have volunteered or for which police checks are required.
- (e) For those volunteers who cannot be certified as a result of a police records check and wish to appeal the RDYVSC decision, they may make their appeal first to the Rotary District 5370 Youth Volunteer Security Committee, and if they are still not satisfied, to the Rotary District 5370 Board of Directors.

4. Identification of 'Certified Volunteers' and the Handling of Confidential Information:

- (a) The Rotary District 5370 Youth Volunteer Security Committee will issue a letter to indicate that based on the police records check the volunteer be certified to participate in the Rotary Youth Program for which they have volunteered. When the letter is provided to the volunteer he/she will also be given their copy of the police records check which they presented. No copy will be retained by the District.
- (b) Only members of the Rotary District 5370 Youth Volunteer Security Committee will be privy to confidential information contained within the police records check.
- (c) The Committee as a whole will only meet to discuss those police records checks which reflect a concern.
- (d) For those police records check which reflect that police have no adverse database information about the individual, the review and letter of certification will be issued by the Committee chair alone.
- (e) *It will be the responsibility of the volunteer to declare any criminal convictions they might obtain during the time period they are in the Rotary Youth Program.*
- (f) It will be the responsibility of the volunteer to declare any criminal convictions they might obtain during the time period they are in the Rotary Youth Program or participating on a Rotary project for which a police check may be required.
- (g) *Certification will be good for a three-year period, subject to review if a person is known to have been the subject of a police investigation within this time period.*

5. The Rotary Club of Edmonton will form a committee composed of three members identified as the Rotary Club of Edmonton Youth Security Committee

- (a) The Rotary Club of Edmonton Youth Security Committee will maintain a list of those members who have received a letter of certification from the Rotary District 5370 Youth Volunteer Security Committee along with the date they were certified
- (b) The Rotary Club of Edmonton Youth Security Committee will advise the chair of any Rotary youth related program or any project which may require a police check that the volunteer has been certified by the Rotary District 5370 Youth Volunteer Security Committee and is eligible to participate in the program or project.
- (c) The Rotary Club of Edmonton Youth Security Committee shall advise the member who has been certified by the Rotary District 5370 Youth Volunteer Security Committee when their three-year certification period has lapsed.
- (d) For clarity, it will be the responsibility of the Volunteer to declare any criminal convictions they might obtain during the time period they are in the Rotary Youth Program or participating on a Rotary project for which a police check may be required.

**Appendix 4  
Sample Terms of Reference  
and Cheque Requisition**

COMMUNITY SERVICE COMMITTEE

**Purpose of Committee**

To devise and carry into effect plans which will guide and assist members in discharging their responsibilities in community relationships. The committee bridges the gap from major club projects to specific areas of assistance in the community. In some instances, it serves as a funder of last resort.

The committee is expected to be both proactive and reactive in the development of projects. From a proactive perspective, the committee should seek areas in the community where Rotary can make a difference. From a reactive perspective, the committee will review and exercise due diligence on application for funding.

**Membership:** The committee shall consist of a chair appointed by the President on annually and such members as volunteer. The Chair is responsible to recruit new members.

**Meetings:** The committee will hold at least 10 meeting during the year or as required by applications and by budget. A quorum consists of 50% of the members and is required to make decisions declining a request, or committing either manpower or funds.

**Minutes:** The committee shall provide the Club Administrator minutes for each meeting and documentation for each approved application.

**Budget:** Annually, the Board will advise the Chair of the budget allocated to the committee. The committee is expected to maintain a record of allocations and complete the process for the preparation of cheques.

**Reports/Committee Visibility:** Annually, the committee will provide information on the function and activity of the committee to the Board of Directors, the Club membership and at the new members meeting. Thank-you letters should be promulgated at club meetings, or on the Club website to ensure members are aware of our activities.



**Rotary Club of Edmonton**

Cheque Requisition

Committee Name: \_\_\_\_\_

Committee Annual Budget: \_\_\_\_\_

Uncommitted Ann. Budget: \_\_\_\_\_

Cheque Payable to: \_\_\_\_\_

Amount: \_\_\_\_\_

Date: \_\_\_\_\_

Reason for Requisition:

The **Charitable Number is:**

Send Cheque to:

Requested By: \_\_\_\_\_

Committee Chair

\_\_\_\_\_  
Rotary Position

For Office Use Only

Date Created: \_\_\_\_\_

Date Co-Signed: \_\_\_\_\_

Cheque Number: \_\_\_\_\_

Account Number: \_\_\_\_\_

Date Recorded: \_\_\_\_\_

For Office Use Only

Date Created: \_\_\_\_\_

Date Co-Signed: \_\_\_\_\_

Cheque Number: \_\_\_\_\_

Account Number: \_\_\_\_\_

Date Recorded: \_\_\_\_\_

Appendix 5  
**New Members**

New Member Name: \_\_\_\_\_

Sponsor of Member: \_\_\_\_\_

Date inducted: \_\_\_\_\_

**Club/Committee Meetings Attended** **Date**

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25

**New Member meetings attended**

- 1
- 2
- 3
- 4
- 5

**Rotary Information Session**

- 1

**Sergeant at Arms Committee member date started**

**Approved for Blue Badge – please provide this checklist to our Club Administrator**

# ROTARY CLUB OF EDMONTON MEMBERSHIP APPROVAL FLOW CHART

