

Bylaws of the Rotary Club of Edmonton Northeast (the “Club”)

ARTICLE I BOARD OF DIRECTORS

The governing body of the Club shall be the Board of Directors consisting of: the Directors elected in accordance with Article II, Section 1 of these Bylaws, the President, President-Elect, Secretary, Treasurer, and the immediate Past-President.

ARTICLE II ELECTION AND REMOVAL OF DIRECTORS AND OFFICERS

Section 1

At a regular meeting at least two weeks prior to the Annual General Meeting (AGM) or a Special Meeting (SM), the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, and Directors. The Board will determine the exact number of Directors. The nominations may be presented by a nominating committee or by members from the floor. The Council of Past-Presidents shall constitute the Nominating Committee. The nominations duly made shall be placed on a ballot in alphabetical order under each office and the election shall take place at the AGM or a Special Meeting. Election of the Executive of the Club will be held at the AGM, while the election of the Directors may be postponed to a Special Meeting to be held on or before March 31st of the next calendar year. The candidates for President, Secretary, and Treasurer receiving the largest number of votes shall be declared elected to their respective offices. The candidates for Director receiving the largest number of votes shall be declared elected as Directors. The President elected in such balloting shall serve as a member of the Board as President-Elect for the year commencing on the first day of July next following their election as President, and shall assume office as President on the first day of July immediately following their year of service on the Board as President-Elect. Only members in good standing whose annual dues are fully paid are eligible for election to the Board of Directors.

Section 2

The Officers and Directors, so elected, together with the immediate Past President shall constitute the Board.

Section 3

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

Section 4

A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining members of the Board.

Section 5

Any Director or Officer of the Club may be removed from office prior to the end of their term by a majority vote of the members of the Club at a duly convened Annual General Meeting or Special Meeting, provided that notice of the motion was given with notice of the meeting.

Section 6

A Director or Officer of the Club shall not receive any remuneration; however, expenses shall be reimbursed at the discretion of the Board.

ARTICLE III DUTIES OF OFFICERS

Section 1 - President

It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to their office.

Section 2 - President-Elect

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

Section 3 - Secretary

It shall be the duty of the Secretary to keep the records of membership; send out notices of meetings of the Club and Board; record and preserve the minutes of such meetings; make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the General Secretary on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semi-annual reporting period; to report changes in membership, which shall be made to the General Secretary for Rotary International; to collect and remit to Rotary International subscriptions to the Rotary magazine, to maintain the Club's Policies and Procedures Manual; and to perform such other duties as usually pertain to their office. Such seal of the Club as the Board may adopt shall be under the control of the Board, and the responsibility for its custody shall be with the Secretary.

Section 4 - Treasurer

It shall be the duty of the Treasurer to have custody of all funds; to account for same to the Board of Directors monthly, to the Club annually, and at any other time upon request by the Board; and to perform such other duties as pertain to their office.

Section 5 - Past President

It shall be the duty of the Past President to preside at meetings of the Club and Board in the absence of the President OR the President-Elect and to perform such other duties as usually pertain to their office.

ARTICLE IV MEETINGS

Section 1 - Annual General Meeting

The Annual General Meeting of the Club shall be called by the Board and held no later than December 31st of each calendar year in Edmonton, Alberta. The Board shall set the date, time and place of the meeting. The Secretary shall mail, email or deliver a Notice to each member at least 14 days before the Annual General Meeting. At the Annual General Meeting, the election of Officers and Directors to serve for the ensuing year shall take place in accordance with Article II, Section 1; presentation of a mid-year report, including current year income and expenses, together with a financial report on the previous year; and such other business shall be transacted as shall properly be brought before the meeting. Fifty percent (50%) plus one (1) of the membership of the Club shall constitute a quorum at the Annual General Meeting.

Section 2 - Special Meetings

Special Meetings of the members of the Club (“Special Meeting”) may be called by the President or by the Board. In addition, a Special Meeting shall be called by the Board within seven days and convened within 30 days of delivery to any member of the Board of a requisition for a Special Meeting signed by twenty (20) percent of the members of the Club. If the Board does not call a Special Meeting within seven days of delivery of the requisition, a Special Meeting may be called by a notice signed by any three of the requisitioners. Notice of the time and place of a Special Meeting shall be mailed, emailed or delivered to all members at least 14 days before the Special Meeting. Fifty percent (50%) plus one (1) of the membership of the Club shall constitute a quorum at a Special Meeting.

Section 3 - Regular Meetings

Day and Time. This club shall hold a regular meeting at least two times per month, on the day and at the time determined by the Board. Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted. For good cause, the Board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place. The Board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community. The Board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings. **Section 4 - Board Meetings**

Regular meetings of the Board shall be held as determined by the Board. Special Meetings of the Board shall be called by the President at their discretion, or by two (2) members of the Board, provided that 24 hour notice of a Special Meeting of the Board is given to all Board members verbally or by email. If all Board members are present or waive notice of the meeting, a Special Meeting of the Board may be held without 24 hour notice. Fifty percent (50%) plus one (1) of the Board members shall constitute a quorum at all Board meetings. Within 60 days after all Board meetings, written minutes should be available to all members.

ARTICLE V FEES AND DUES

Section 1

The Membership dues shall be in an amount as determined by the Board, invoiced no later than June 30th and payable annually on the first day of July, with the understanding that a prescribed portion of each annual payment shall be applied to each member's membership dues for Rotary International, including a subscription to the Rotary magazine, and to the membership dues for Rotary International District 5370. The prescribed portion is to be determined by Rotary International and the District.

Section 2

When determining the membership dues, the Board can decide to create different categories with different dues, subject to the member meeting certain criteria such as age or background, with the understanding that the dues will never be lower than the prescribed portion payable to RI and District 5370.

ARTICLE VI VOTING

Unless otherwise specifically required by these bylaws, questions shall be decided by a majority of the votes cast. The presiding officer of any meeting may vote if the vote is by ballot. In all other cases, the presiding officer shall only cast a tie-breaking vote. Voting at any meeting of the Club shall be by a show of hands unless otherwise determined by the members, except the election of Officers and Directors, which shall be by ballot.

ARTICLE VII COMMITTEES

Section 1

Subject to the approval of the Board, the President shall define the mandate of each Club Committee and shall designate the elected Directors to chair each Club Committee (the "Committees").

Section 2

- a. Each Committee shall consist of the Director responsible for the Committee, and the Chairperson of all sub-committees appointed on a particular phase of the Committee's area of responsibility.
- b. The President shall be an ex-officio member of all Committees and shall have all the privileges of membership on all Committees.
- c. The Director of each Committee shall be responsible for the activities of their Committee, and shall supervise and coordinate the work of all sub-committees appointed on a particular phase of the Committee's area of responsibility.
- d. Except where special authority is given by the Board, Committees shall not take action until a report has been made to the Board and approved by the Board.
- e. The Director of each Committee shall, with the cooperation of the President, appoint a chairperson to oversee and coordinate the work of all sub-committees appointed on a particular phase of the Committee's area of responsibility.

Section 3

The specific duties of the Committees shall be established and reviewed by the President for their year, with reference to appropriate Rotary International materials. Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary year. The President-Elect is responsible for defining the mandate of each Committee, appointing Committee members to fill vacancies, appointing Committee chairs, conducting planning meetings, and preparing a recommendation for Club Committees, mandates, goals and plans for presentation to the Board prior to the start of the Rotary year.

ARTICLE VIII LEAVE OF ABSENCE

Upon written application to the Board setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified period. A member seeking a leave of absence must pay their membership in full for the entire leave of absence.

ARTICLE IX FINANCES

Section 1

The Treasurer shall deposit all funds of the Club in a financial institution designated by the Board.

Section 2

The Treasurer shall pay all expenses incurred by the Club. Cheques shall be signed by a minimum of two (2) designated signing authorities, approved by the Board, and registered with the financial institution.

Section 3

The fiscal year of the Club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

Section 4

At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise approved by the Board.

Section 5

For the purpose of carrying out its objectives, the Club may from time to time borrow money on the credit of the Club; however, such borrowing shall be effected only with the sanction of a Special Resolution of the Club.

Section 6

The books of the Club shall be reviewed or audited annually by an auditor or auditors approved by the members at the previous Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor or auditors at the Annual General Meeting of the Club.

ARTICLE X MEMBERSHIP

Section 1

- a. The name of a prospective member, proposed by an active member of the Club or by the Membership Committee, shall be submitted to the Membership Committee Chair (membership@rotaryedmontonnortheast.org).
- b. The Secretary shall send notification to members regarding the name and classification of the prospective member. Members shall have five (5) calendar days following the notice of the prospective member to provide the Board with a written objection to the proposal, stating reasons for the objection.
- c. The Board shall approve or disapprove the prospective member based on information gathered.
- d. If the Board approves the prospective member, the proposer and one or more members of the Membership Committee shall inform the prospective member of the purposes of Rotary and the privileges and responsibilities of membership in the Club. If this is acceptable, the prospective member will be asked to join and will be inducted into the Club.
- e. Following induction, the Club Secretary shall issue a name badge to the new member and shall report their name to the General Secretary of Rotary International.

Section 2

- a. All members of the Club shall have the right to attend and vote at meetings of the Club and, subject to Article II, Section 1, to stand for election as a Director or Officer of the Club.
- b. Any member of the Club may withdraw from membership, at any time, by written notice to the Secretary of the Club.
- c. All members of the Club shall have the obligation to pay such fees and dues as are determined by the Board in accordance with Article V.

Section 3

Any member of the Club may be expelled from the Club following the procedures outlined in the current edition of the Standard Rotary Club Constitution.

Section 4

- a. Honourary Membership in the Club shall be bestowed on individuals who have distinguished themselves by meritorious service in furtherance of the ideals of Rotary, at the discretion of the Board.
- b. Honourary Membership shall be confirmed by a vote of the Board, and the status of all Honourary Members shall be reviewed by the Board annually.

- c. Individuals need not be Rotarians to be eligible for this distinction. Honourary Members are entitled to attend and participate in all Club meetings and serve on Club Committees; however, Honourary Members are exempt from the payment of Club fees and dues, and are not eligible to vote or stand for election as a Director or Officer of the Club.

ARTICLE XI RESOLUTIONS

No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been considered by the Board; however, the Club may pass any such resolution or motion at an Annual General Meeting or Special Meeting regardless of whether it has previously been considered by the Board.

ARTICLE XII NOTICE

Any notice required by these Bylaws to be given to members of the Club shall be given by mail, email or delivery at their last address or email address as recorded in the records of the Club. Any notice given by ordinary mail is deemed to have been served three business days after the date of mailing.

ARTICLE XIII AMENDMENTS

Section 1

The Bylaws of the Club shall not be rescinded, altered or added to except by Special Resolution as defined in the Societies Act SA2000, Ch. S-14, as amended from time to time.

ARTICLE XIV PARLIAMENTARY AUTHORITY

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.

ARTICLE XV INSPECTION OF RECORDS

The Club shall furnish to a member of the Club, at the member's request, a copy of its Application for Incorporation and Bylaws. The Club shall keep a register of its members at its Registered Office and shall, on each regular business day, permit a member of the Club to inspect the register and shall provide a copy of the register to the member at the member's request, provided that the register is to be used by the member for matters relating to the affairs of the Club.

ARTICLE XVI ROTARY INTERNATIONAL AFFILIATION

Insofar as the provisions of the law of the Province of Alberta, under which the Club is incorporated, shall permit, the Club shall be subject to the jurisdiction of Rotary International.

ARTICLE XVII WINDING UP

The Club shall be wound up or dissolved voluntarily whenever a Special Resolution is passed requiring the Club to be so wound up or dissolved. Upon such winding up or dissolution of the Club, all its remaining assets, after payment of all its debts and liabilities, shall be disbursed transferred or delivered to such qualified donees recognized under the Income Tax Act of Canada then extant as the Board may by resolution stipulate.