

Rotary Club of Edmonton Urban Spirits By-laws

These By-laws are based on guidelines published by Rotary International (RI) and may be altered through amendments to meet changing conditions, provided such alterations are not out of harmony with the Constitution of the Rotary Club of Edmonton Urban Spirits and with the RI Constitution, RI By-laws, and the Rotary Code of Policies. These By-laws are the property of the Rotary Club of Edmonton Urban Spirits, under the direction of the Board as defined below.

By-law 1 Definitions

Throughout these By-laws of the Rotary Club of Edmonton Urban Spirits (hereafter known as the Club), the words defined in this Article shall have the following meanings:

Officer: A member both of the Club's Executive Committee and of its Board.

Director: A member of the Club's Board.

Chairperson: The President or President-elect or, in their absence, a member elected for that purpose by the members present.

All other terms shall have the meanings prescribed to them by the Club's Constitution.

By-law 2 The Board

Section 1 – Composition

The governing body of the Club is the Board, consisting of 4 Officers forming its Executive Committee, President, President-elect or Past-President, Secretary, and Treasurer and 3 Directors, as set out in Section 2 of this By-law.

Section 2 – Directors

The three Director's positions shall consist of:

- Director – Club Services and Communications
- Director – Community and International Services
- Director – Membership Services

Each Director can appoint a co-chair to assist them in carrying out their duties according to their portfolios. Co-chairs do not have voting rights on the Board unless they are voting by proxy for their respective director when the latter is absent from a Board meeting.

Section 3 – Succession Planning

To ensure continuity for the key leadership positions and allow for a smooth transition in leadership, a succession plan shall be in place for the positions of President-elect and President, with the place-holders transitioning from President-elect to President to past-President over a four-year period.

Section 4 - Eligibility

- a. No member shall be eligible to serve as an Officer in the same position on the Board for more than two *consecutive terms*.
- b. Any member nominated to be an Officer and not elected shall be eligible for election as a Director on the Board.

Section 5 – Meetings

Meetings of the Board shall be held at least once a month at a time and place to be decided by the Board. Special meetings of the Board may be called by the President or upon request of two Board members, with at least twenty-four hours' previous notice.

Section 6 – Quorum

One-third of Board members shall constitute a quorum, except for the election of a new board member when the quorum shall be two-thirds. In cases under Article 11, Section 5(a) of the Club Constitution (Termination for Good Cause) or By-law 15, Section 9 (Honorary Membership), two-thirds of Board members must be present.

Section 7 – Voting

All voting shall be by show of hands. At all Board meetings, in the event of votes being equal, the President shall have a second or casting vote.

Section 8 - Vacancies

Any Executive vacancy shall be reported to the membership of the Club at a regular weekly meeting, along with the Board's nominee for that vacancy. Given membership approval, the Board will then proceed to fill the vacancy. Any Director vacancy shall be filled by the Board.

The member(s) so appointed shall be entitled to complete only the unexpired term arising from the vacancy. This unexpired term shall not count towards the terms of office if the member(s) so appointed were to be elected as Officer(s) of the Board following the end of the unexpired term arising from the vacancy.

By-law 3 Election of Officers

The Board members shall serve in their position for a two year term. With the exception of the positions set out in By-law 2, Section 3, they may stand for re-election upon the completion of their term, subject to By-law 2, Section 4.

Section 1 - Nominations

At a regular meeting one month prior to the annual meeting for election of officers (By-law 5, Section 1), the Chairperson shall ask for nominations by members of the Club for President-elect, Secretary, Treasurer, and the three Director positions listed in By-law 2, Section 2.

Nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to have a nominating committee, the Board will make its recommendations for the composition of this committee at the same time, subject to approval by the membership at the meeting.

Section 2 – Confirmation of Nominations

- a) The nominations shall be compiled by the Secretary and confirmed in writing.
- b) The prior written consent of any nominee shall be obtained or confirmed by the Secretary.
- c) No names other than those properly nominated under this By-law shall be submitted to the relevant meeting for ballot.

Section 3 – Voting process

The nominations duly made shall be placed on a ballot in random order under each office and shall be voted for at the annual meeting. The process for voting at this meeting will be as follows:

- a) Each of the candidates will have the opportunity to briefly outline their goals and qualifications for the given position.

- b) Candidates may then be asked to leave the room in order to ensure frank discussion among the voting membership, prior to voting, and may return upon completion of the vote.
- c) Before proceeding to a ballot the Chairperson shall appoint scrutinizers from members who have not been nominated for election at the meeting.
- d) In the event of nomination not yet having occurred for one or more Officer positions by the time for the AGM, the current board could defer voting for the new board positions to a later as determined by the board

Section 4 – Declaration of results

The candidates for President-elect, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for the Directors receiving a majority of the votes shall be declared elected as Directors.

The President-elect shall assume the office of President on the first day of July immediately following the year of service on the board as President-elect.

Section 5 – Sergeant-at-arms

After their election but prior to July 1st, the Executives-elect and Directors-elect shall add the duties of the sergeant(s)-at-arms to the duties of the Membership Director or the Secretary, subject to agreements from either of the incumbents to these positions to assume the additional duties.

The duties of the sergeant(s)-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

By-law 4 Duties of Officers

Section 1 – *President*

It shall be the duties of the President to preside as Chairperson at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of President, including informing member of meetings.

Section 2 – *President-elect and Past President*

It shall be the duty of the President-elect and past-President to serve on the Board and to perform such other duties as may be prescribed by the President or the Board..

It shall be the duty of the President-elect or past-President to preside as Chairperson at meetings of the Club and the Board, in the absence of the President.

Section 3 – *Secretary*

It shall be the duty of the Secretary to act as the primary conduit for communications between RI and the Club, including ensuring the Club is aware of and working toward common goals at the club, district and international level.

The Secretary shall:

- i. be responsible for the records of membership of the Club and attendance at meetings;
- ii. At the discretion of the President, issue notices of meetings of the Club, Board and committee meetings;
- iii. be responsible for the proper recording and preserving of the minutes of meetings of the Board;

- iv. report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports 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 semiannual reporting period;
- v. make all other reports, proposals and nominations from the Club, as required, to District or to RI;
- vi. upon retirement from office hand over to a successor, or to the President, all information, files and any other Club property held;
- vii. collect and remit RI official magazine subscriptions;
- viii. perform such other duties as usually pertain to the office of Secretary.

Section 4 – Treasurer

The Treasurer shall:

- i. have custody of all Club funds and account for those funds at the annual general meeting of the Club and at any other time upon demand by the Board;
- ii. prepare on behalf of the Board a budget for the ensuing Rotary year for presentation and approved by the Board no later than October 31st, shall stand as the limit of expenditure for the respective purposes for the year unless otherwise approved by the Board;
- iii. ensure that all monies collected on behalf of the Club are deposited promptly to the credit of such banking accounts specified by the Board;
- iv. keep records of all financial transactions of the Club;
- v. present the unaudited financial statements, as part of the annual report to members, for the previous Rotary year at the annual general meeting of the Club;
- vi. upon retirement from office, hand over to a successor, or to the President, all funds, books of accounts and any other Club property held;
- vii. perform all duties as usually pertain to the office of Treasurer.

By-law 5 Meetings

Section 1 – Annual General Meeting

An annual general meeting of this Club, of which at least 14 (fourteen) days notice shall have been given to all members in good standing, shall be held on the last Thursday of November in each year, or another date as decided by the board. The election of officers and directors to serve for the ensuing year shall take place at that meeting. Members will also be presented with the unaudited financial statements and annual report of the previous Rotary year.

Section 2 – Special general meetings

Special general meetings of the Club, of which at least 14 (fourteen) days notice shall be given, shall be convened by the Board as required during the course of the year from 1 July to 30 June. These may include a Club assembly at which the members of the Club discuss the programs and

activities of the Club, of the District and of RI for the ensuing year and determine in broad terms the Club's objectives for that year.

Section 3 – Weekly meetings

The regular weekly meetings of the Club shall be held on a date and frequency as determined by the Board. Due notice of any changes to the regular meeting shall be given to all members of the Club. All members in good standing with the Club, on the day of the regular meeting, must be counted as provided in the Article 8 of the Club Constitution.

Section 4 – Quorum

One-third of the membership entitled to vote shall constitute a quorum at all meetings of the Club.

Section 5 – Chairperson

The order of precedence for assuming the Chairperson in the absence of the President shall be the past-President, the President-elect, and Secretary.

In the absence of the President, past-President and Secretary, the members present shall elect a chairperson of the meeting.

By-law 6 Method of Voting

Section 1 – Voting

A Vote regarding the business of the Club shall be transacted by show of hands, vocally, or electronically; except the election of officers and directors, which shall be by ballot if a position is contested. The Board may determine that a specific resolution be considered by ballot rather than by show of hands, vocally, or electronically.

Section 2 – Amendments

Amendments under By-law 16 (dissolution of the club) shall only be made by the votes of not less than two-thirds of all voting members of the Club present.

Section 3 – Proxy voting

Any member granted leave of absence under By-law 7 may vote by proxy only for the purpose of electing Executives and Directors of the Board at the annual general meeting of the Club or special meeting called for that purpose. Any proxy, to be valid, shall be in writing and:

- a) given to another member of the Club *and*
- b) recorded with the Secretary, in each case, not less than 3 (three) days before the meeting at which it is to be used.

By-law 7 Leave of Absence

Upon written application to the Membership Director (who forwards the application to the Board), setting forth good and sufficient cause, leave of absence may be granted by the Board excusing a member from attending the meetings of the Club for a specified length of time. Such leave of absence shall operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent unless that absence is authorized under the provisions of Article 8 of the Club Constitution.

By-law 8 Resolutions

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

By-law 9 Order of Business

The Order of Business of a regular Club meeting will be as follows:

- a. Meeting called to order
- b. Singing of "O Canada" - Optional
- c. Toast
- d. Question of the Day/Introduction of guests
- e. Announcements / New Project and Project Updates
- f. Guest speaker or program feature
- g. Happy Bucks/Fines Adjournment

The Order of Business of a Board meeting will be as follows unless changed following a vote supported by a majority of the Board:

- a. Consent items
 - Motion to consent to the agenda
 - Motion to adopt minutes of prior meeting
- b. New Business – Action Items and Limited Updates
- c. Operations Reporting
 - Membership
 - Membership resignations
 - Membership applications / transfers
 - Treasurer
 - Club Services & Communication
 - Community and International Services
- d. New / Ongoing Business
- e. Next Meeting
- f. Adjournment

By-law 10 Fees and Dues

Section 1 – Dues and subscriptions

- a) The annual membership dues shall include such sums as may be due to RI and the Rotary district in which the Club is situated and shall be determined by the Board.
- b) Membership dues shall be payable yearly in advance of June 1st or by two installments of June 1st and December 1st.
- c) Any member joining the Club between 1 October and 31 December in any Rotary year shall pay three-quarters of the annual dues; any member joining between 1 January and 31 March shall pay one-half and any member joining between 1 April and 30 June shall pay one-quarter.
- d) Any member transferring out of the Club or resigning their membership from the club will not receive a refund of their membership dues.

Section 2 – Termination of Non-Payment of Dues

Any member failing to pay dues by June 1st or December 1st (if paying bi-annually) will be issued a termination notice by the Club Treasurer at the member's last known address or email address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Executive Committee. If the dues are not paid by June 30th or December 31st, membership will automatically terminate, unless there are extenuating circumstances, as determined by the Executive Committee.

By-law 11 Finances

Section 1 – Fiscal Year

The fiscal year of the Club shall extend from 1 July to 30 June.

Section 2 – Budget

Prior to the beginning of each fiscal year, the Treasurer will be charged by the Board with preparing a budget of estimated income and expenditures for that year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall separate Club operations and Club projects. The final budget is then approved by the Board.

Section 3 – Club funds

The Treasurer shall deposit all Club funds in a bank named by the Board. The Club funds shall be divided into a minimum of two separate accounts: Club operations and AGLC.

Section 4 – Payment of bills

All bills supported by an invoice or proof of payment shall be paid by the Treasurer following board approval. The payment of per capita dues and RI official magazine subscriptions shall be made in accordance with RI policy.

Section 5 – Cheque Requisition Process for donations

Before a cheque can be written by the Club, the Club Treasurer must be provided with a cheque requisition form which includes the following information:

- Date of the requisition request;
- Amount requested;
- Name of the organization or individual to whom the cheque is to be made payable;
- The date by which the cheque is required;
- Board meeting approval date;
- Signature of the Director and Committee Chair under whose portfolio the request is made. When either the Director or Committee Chair is unavailable to sign, another Director's signature may replace one of the signatures.
- The person(s) signing the cheque requisition cannot endorse the cheque. The Club Treasurer will keep the cheque requisition form on file for audit purposes.

Section 6 – Financial Statement

The Club's unaudited financial statements shall be examined by the Finance Committee. A copy of the unaudited financial statements shall be given to each member at/or before the annual general meeting.

Section 7 – Expense reimbursement

Expenses incurred in respect to Club activities shall only be paid out when approved by the Board. Expenses incurred by members whose annual dues are not up to date will not be reimbursed until these dues are paid.

By-law 12 Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of the Club. They are:

- Club Service
- Vocational Service
- Community Service
- International Service
- Youth Programs

The Club will be strive to be active in each of the Five Avenues of Service as time and resources permit

By-law 13 Committees

Section 1 – Committee Structure

Club committees shall be formed at the determination of the Board. If formed, Club Committees shall be charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service.

Section 2 – Committee business

Each committee shall transact its business as prescribed by these By-laws and such additional business as may be referred to it by the Board. Except where special authority is given by the Board, a committee shall not take final action until a report has been made to and approved by the Board.

Section 3 – Committee chair

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

Section 4 – Ex officio members

The President shall be an ex officio member of every committee and, as such, shall have all the privileges of membership thereon. Other Executive Members may be ex officio committee members as outlined in Schedule 1.

Section 5 – Leadership continuity

The President-elect, President and immediate past President shall work together to ensure the committees' continuity of leadership and succession planning. When feasible, committee members shall be appointed to the same committee for four years to ensure consistency.

Section 6 – Committee vacancies

The President-elect is responsible for conducting planning meetings prior to the start of the year in office appointing committee members to fill vacancies.

By-law 14 Duties of Committees

The duties of all committees are outlined in Schedule 1. Each committee shall have a specific mandate, clearly defined goals and action plans established by October 31st for implementation during the course of the year.

It shall be the primary responsibility of the President-elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year, as noted above.

By-law 15 Method of Electing Members

Section 1 – Proposal

A prospective member, proposed by an active member of the Club, shall be requested to complete and sign a membership proposal form. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – Board review

The Board shall confirm that the Membership Director has ensured that the proposal meets all the classification and membership requirements of the Club Constitution.

Section 3 – Board approval

Within 30 days of the submission of the proposal, the Board shall decide whether or not to accept the application of a prospective member.

Section 4 – Prospective member's presentation

When the decision of the Board is favorable, the Membership Director will inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership, and arrange for the proposed member to speak to the general membership at a weekly meeting. The presentation, 5 Minutes of Fame, will

outline the prospective member's background, their reasons for wanting to join and what they feel they will bring to the Club.

Section 5 – Club Approval

Following the prospective member's presentation, the Membership Director will issue a written notice of the membership proposal to each member of the Club for approval.

Section 6 – Objections to membership

If no written objection to the proposal is received by the Board from any member of the Club within seven (7) days following the presentation, the prospective member shall be presented to the Board for membership. If any objection is filed with the Board, the Board shall vote on admission to or denial of membership at its next meeting.

Section 7 – Member's election

The prospective member will be informed of the Board's decision by the Membership Director. If the Board approves of membership, the prospective member, upon payment of membership dues (By-law 10, Section 1), shall be considered to be elected to membership. The Secretary will report the new member information to RI.

Section 8 – Member's induction

Following the election, the President shall arrange for the new member's induction, membership number and new member Rotary literature with support of the Membership Director. The President will assign a member to assist with the new member's assimilation to the Club.

Section 9 – Honorary members

- a) The Club may elect, in accordance with the Club Constitution, honorary members proposed by the Board. Any person having the qualifications specified in Article 6, Section 6 of the Club Constitution may be proposed for honorary membership by the Board, provided such proposal is supported by not less than two-thirds of the members of the Board. The name of the proposed honorary member shall then be submitted to the next annual general meeting or to a special meeting convened for the purpose of considering that proposal. Only members of the Club are permitted to be present at such a meeting. If the proposal receives the support of not less than two-thirds of those present and entitled to vote, then the person so proposed shall be declared to be elected immediately upon acceptance as hereinafter provided.
- b) The Secretary shall, in writing, invite the person elected to accept honorary membership and at the same time explain the conditions of honorary membership as set forth in Article 6, Section 6 and Article 11, Section 2(c) of the Club Constitution. This communication to the person elected shall be the first intimation of the possibility of honorary membership. If the offer of honorary membership is accepted, the President shall make appropriate arrangements for introducing the honorary member at a regular meeting of the Club.

By-law 16 Dissolution of the Club

Section 1 - Procedure

- a) In order to dissolve the Club, an initial resolution shall be proposed by the Board at any annual or special general meeting (convened in accordance with By-law 6) and passed by a majority of the members present and entitled to vote.
- b) The initial resolution referred to in a) above shall next be confirmed by a resolution passed by a majority of two-thirds of the members present and entitled to vote at an extraordinary general meeting (held not less than twenty-eight days after the meeting at which the first resolution was passed) at which not less than one-half of the members entitled to vote shall be present.
- c) Immediately following the extraordinary general meeting referred to in b) above or at such future date as shall be specified in any resolution passed at such meeting, the officers of the Club (in consultation with the District Governor of the District in which the Club is situated) shall proceed to realize the assets of the Club in accordance with Section 2 below.

Section 2 - Realization and Distribution of Assets

The assets of the Club shall be realized and disposed of as follows:-

- a) *Club funds* - Unless otherwise resolved by the members at one of the meetings referred to in Section 1 a) and b) above, any Club assets shall be sold and the proceeds of sale together with the balance standing to the credit of the Club funds shall be held to pay outstanding debts.
- b) *All outstanding debts* shall then be settled including the payment of dues to RI and any mandatory District levies and the administrative expenses of the Club's officers in effecting the winding up procedure.
- c) *Charitable funds* - Unless other charitable disposition is resolved by the members at one of the meetings referred to in Section 1 a) and b) above, the disposal of charitable funds after settling any outstanding debts or previous financial commitments shall be at the discretion of the officers of the Club, who shall donate the remaining net balance to The Rotary Foundation or to a charity or charities previously supported by the Club.
- d) *Distribution* - Subsequently the Treasurer shall prepare a final statement of account. Subject to any resolution by the members at one of the meetings referred to in Section 1 a) and b) above otherwise directing, the net balance shall be divided evenly amongst those members of the Club, remaining at the date of dissolution of the Club.
- e) *Club regalia and properties* - The Club's regalia, other than the charter, shall be disposed of at the discretion of the officers of the Club.

Section 3 - Surrender of charter

After discharge of all liabilities and distribution of the assets in accordance with Section 2 above, the Club shall surrender its charter formally to the District Governor whereupon the Club shall be dissolved.

By-law 17 Merger of clubs

Two or more clubs within the same District seeking to merge shall apply to the District Governor provided that each of the clubs has fulfilled its financial and other obligations to RI. A merged club may be organized in the same locality as one or more existing clubs. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. The District Governor may allow the merged clubs to retain the name, charter date, emblem and other insignia of RI of one or all of the former clubs as part of the historical records and for historical purposes.

By-law 18 Amendments

These By-laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or emailed to each member at least ten (10) days before such meeting. No amendment or addition to these By-laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-laws of RI.

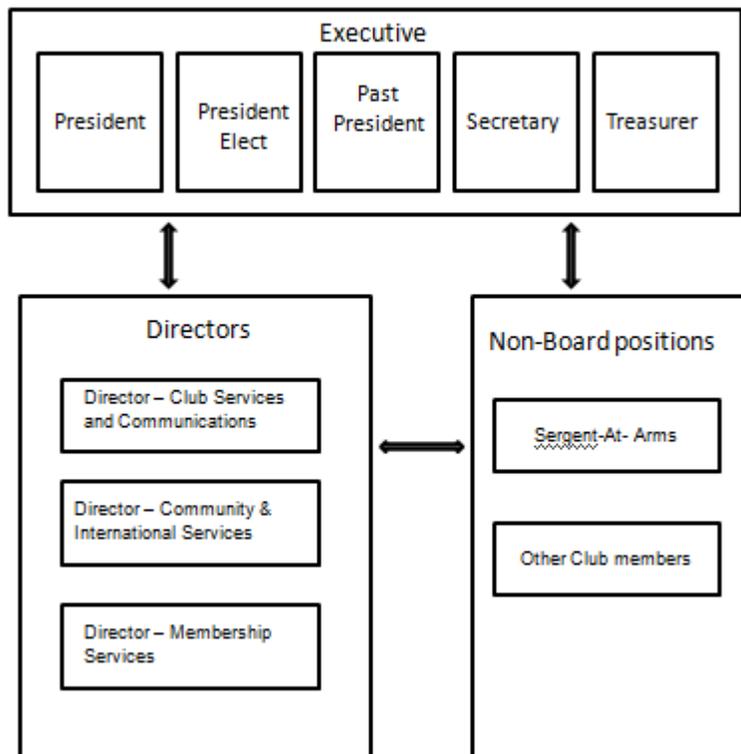
Schedule 1

The following graphic shows the transition of four individuals , Alan, Barb, Cathy and Don, through the President-elect, President, and Past-President positions

Year 1	Year 2	Year 3	Year 4
President Allan, year 1	President Allan, year 2	President Cathy year 1 (was President Elect in Year 2)	President Cathy year 2 (to become Past President in Year 5)
Past President Barb (was President in the previous two years)	President Elect Cathy	Past President Allan (was President in years 1 & 2)	President Elect Don (to become President in Year 5)

Schedule 2

Rotary Club of Edmonton Board Structure



Committee Descriptions

Executive Committee

Function: governing body of the club

- oversee all aspects of governance areas such as the constitution, bylaws, club policies and club elections
- judicially address complaints and make decisions from the membership and the functional areas
- determine the annual member dues
- liaison with the district and Rotary International
- liaison with other clubs and their executives
- ensure that the other committees carry out their duties
- provide final decisions on membership applications, membership terminations and other membership matters
- provide advice and guidance to the other committees as required
- set budget guidelines for working committees; approve final budgets
- other duties as required

Projects Committee – when applicable

Function: to consider vocational, community and international service avenues as well as Foundation activities and decide which projects the club will commit to support

- develop and implement educational, humanitarian, and vocational projects that address the needs of our community and communities in other countries.
- develop and implement plans to support The Rotary Foundation through both financial contributions and program participation
- evaluate and decide on what service projects the club will support with either funds and/or participation
- work with the budget guidelines put forth by the Executive Committee; provide updated budget reports as required
- ensure that projects are seen through to completion; documentation is provided
- ensure the timely follow-up and reporting on projects to the Executive Committee Operations Committee and the membership as a whole.