



BYLAWS OF THE ROTARY CLUB OF WEST OTTAWA

Adopted July 27, 2021

*(These Bylaws are based upon those recommended by
Rotary International (July 2019) and supersede any previous
versions of the Bylaws of the Rotary Club of West Ottawa.)*

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BYLAWS OF THE ROTARY CLUB OF WEST OTTAWA

Article 1: Definitions

1. **Board:** The Board of Directors of the Rotary Club of West Ottawa (hereinafter referred to as “the RCWO”).
2. **Board-Elect:** The Board elected by the RCWO for the upcoming Rotary year.
3. **Director:** A member of the RCWO Board of Directors who is not an Officer.
4. **Officer:** A member of the RCWO Board of Directors who holds the office of President, President-Elect, Vice-President, Secretary or Treasurer.
5. **Member:** According to the sense of the text in which it appears: a) a member of the Board or Board-Elect, b) a member of a Club committee, or c) a member, other than an honorary member, of the RCWO.
6. **Quorum:** The minimum number of participants who must be present when a vote is taken: one-third of the Club’s members for Club decisions, and a majority (50% + 1) of the Directors for Club Board decisions.
7. **RI:** Rotary International.
8. **Year, Rotary Year, Fiscal Year:** The twelve-month period that begins on July 1.
9. **Standing Committee:** A permanent committee established by these Bylaws.
10. **Ad Hoc Committee:** A committee appointed for a special purpose, which dissolves upon completion of its task.

Throughout these Bylaws, the terminology “mail”, “mailing” and “ballot-by-mail” shall include utilization of electronic mail (e-mail), fax (facsimile) and internet technology.

Article 2: Board

The governing body of the RCWO is its Board of Directors (hereinafter referred to as “the Board”) consisting of up to twelve (12) members of the Club, namely, five Officers (President, Immediate Past-President, President-Elect, Secretary, and Treasurer), the Vice-President, the President-Nominee, and, at the discretion of the Board, up to five (5) other Directors elected in accordance with Article 3, section 1 of these Bylaws.

Article 3: Elections and Terms of Office

Section 1: One month before elections, members nominate candidates for President, Vice-President, President-Nominee, Secretary, Treasurer, and any open Director positions. Nominations will be presented by the Immediate Past-President following consultation with members of the Board and Club members, by members from the floor, or both.

Where the nominees for Board positions are unopposed, the Club membership will be asked to signify its approval by voice vote. If one or more members prefer a vote by ballot, then a vote by ballot shall be conducted.

For appointments where there is more than one candidate a ballot for that appointment shall be conducted. The nominations made shall be placed on a ballot in alphabetical order under the relevant positions and shall be voted for by the Club membership.

Section 2: The candidate who receives a majority (50% + 1) of the votes for each office is declared elected to that office.

Section 3: If any Officer or Board member vacates their position, the remaining members of the Board will appoint a replacement.

Section 4: If any Officer-Elect or Director-Elect vacates a position, the remaining members of the Board-Elect will appoint a replacement.

Section 5: The usual terms of office for each role are:

President:	One (1) year (<i>When a successor is not elected, the current President's term can be extended for up to one year.</i>)
Vice-President:	One year
Treasurer:	Three (3) years, renewed annually
Secretary:	Three (3) years, renewed annually
Sergeant-at-Arms:	Three (3) years, renewed annually
Director:	Two years

Article 4: Duties of the Officers

Section 1: The President serves as an Officer, and presides at Club and Board meetings.

Section 2: The Immediate Past-President serves as an Officer on the Club Board.

Section 3: The President-Elect prepares for his or her year in office and serves as an Officer and may serve as the Vice-President.

Section 4: The Vice-President serves as a Director, and presides at Club and Board meetings when the President is absent.

Section 5: The President-Nominee serves as a Director on the Club Board

Section 6: A Director attends Club and Board meetings.

Section 7: The Secretary serves as an Officer, and keeps membership and attendance records, and prepares Minutes arising from meetings of the Club Board and Club Assemblies.

Section 8: The Treasurer serves as an Officer, and oversees all funds and provides an accounting of them.

Section 9: The Sergeant-at-Arms maintains order in Club meetings.

(Rotary Club leader manuals should be consulted for full details on the roles and responsibilities of Club Officers.)

Article 5: Meetings

Section 1: An annual meeting of the RCWO is held no later than 31 December to elect the Officers and Directors who will serve for the next Rotary year.

Section 2: The RCWO meets in a manner, on a day and at a time and place as determined by the Board. Reasonable notice of any change or cancellation of the regular meeting will be given to all Club members.

Section 3: One-third of the membership shall constitute a quorum at the annual and regular meetings of the RCWO.

Section 4: Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors.

Section 5: A majority (50% + 1) of the Board members shall constitute a quorum of the Board.

Article 6: Dues

Annual Club dues will be established annually by the Board as part of the Club's budgetary process. They are paid as follows: on the first day of July of each year; however, with the concurrence of the Treasurer, they may be paid semi-annually in two equal instalments on the first day of July and the first day of January. Annual Club dues include RI per capita dues, subscriptions to an official magazine, District per capita dues, Club fees, and any other Rotary or District per capita assessment.

Article 7: Method of Voting

The business of the RCWO is conducted by voice vote or a show of hands except in the election of Officers and Directors, which is conducted in accordance with Article 3, Section 1. The Board may also provide a ballot for a vote on some resolutions.

Article 8: Committees

Section 1: The RCWO's standing committees comprise those listed in Article 11, Section 7, of the Club Constitution, and any others deemed necessary to further the annual and long-term goals of the Club.

Section 2: The President-Elect, President and Immediate Past-President should work together to ensure continuity of leadership and succession planning.

- (a) In the interest of promoting effective transfer of knowledge and experience from year to year, committee members should have staggered 3-year terms. To this end, it may initially be necessary to appoint some members to a committee for terms of less than 3 years. After this, staggered 3-year terms should be maintained to the degree possible.
- (b) Appointment of Committee Chairs: Previous experience on the committee in question and the need to develop Club leadership talent should be among the factors considered in making appointments to Committee Chairs. The use of Co-Chairs may also be appropriate in some circumstances.

- (c) The President-Elect, in consultation with the members of the Board-Elect, shall distribute responsibilities for overseeing individual committees amongst the members of the Board-Elect. Such responsibilities shall take effect on the commencement of the next year.
- (d) The President-Elect, in consultation with the President, Immediate Past-President and Board-Elect, is responsible for making appointments to fill vacancies that will exist on committees at the commencement of the next year. These appointments and the conduct of planning meetings for Committees Chairs should take place prior to the beginning of the President-Elect's year in office as President.
- (e) Should a vacancy occur on a committee during the year, the President, in consultation with the Board member responsible for that committee, shall make an appointment to fill the vacancy. The President shall also appoint new members to committees on the recommendation of the committee responsible for Membership.

Section 3: The President is an ex officio member of all committees.

Section 4: Each Committee Chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 5: Club committees coordinate their efforts to achieve the Club's annual and long-term goals.

Article 9: Finances

Section 1: Before each fiscal year starts, the Board-Elect, with the support of the Board, prepares an annual budget of estimated income and expenditures. At the beginning of the next year, this budget will stand as the limit of expenditures for the respective purposes, unless otherwise ordered by action of the Board. The budget will be structured into three distinct parts: "Club operations," "Charitable/service operations" and "Club reserve fund."

Section 2: The Treasurer deposits Club funds in a financial institution or institutions designated by the Board. All funds not raised in lotteries will be deposited into two accounts: one for Club operations and one for service projects. Funds raised in a lottery shall be held in a separate bank account in accordance with the terms of the lottery license.

Section 3: Bills are paid by cheque signed by two of the Club's authorized signing Officers. Payment will be made only upon submission of vouchers signed by persons authorized by the Board to sign expense vouchers for specific events, programs or activities.

Section 4: A qualified person conducts a thorough annual review of all financial transactions.

Section 5: Officers having charge or control of Club funds shall give bond as may be required by the Board for the safe custody of the funds of the Club; the cost of bond shall be borne by the Club.

Section 6: Club members will receive an annual financial statement of the Club. A mid-year financial report, with current and previous year income and expenses, is presented at the RCWO annual meeting.

Section 7: The fiscal year is from 1 July to 30 June.

Article 10: Method of Electing Members

Section 1: A member proposes a candidate for membership to the Board and/or the membership committee, or another Club proposes one of its transferring or former members.

Section 2: The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3: If the Board approves the candidate's membership, and the Club membership accepts the Board's decision, the prospective member is invited to join the Club.

Section 4: Should a written objection to the membership proposal, stating reasons, is received by the Board from any member (other than Honorary) of the Club within seven (7) days following information about the prospective member being provided to members, the Board shall vote on the matter at its next meeting. If approved despite the objection, the prospective member is invited to join the Club.

Article 11: The Club Awards Program

Section 1: The Board shall ensure that the Club Awards Program is conducted to recognize and honour individuals or groups for outstanding service or achievement that embodies Rotary's object and ideal of service.

Section 2: Unless otherwise specified in these Bylaws or decided by the Board, responsibility for developing and managing the Club Awards Program's components shall rest with the Awards Committee.

Section 3: The Awards Program shall include, but not be limited to, the following awards:

- (a) Awards established by RI for which individual Rotary Clubs may nominate candidates;
- (b) Awards established by the RCWO: (i) The Paul Harris Fellow (PHF) Award¹; (ii) The Lloyd Loynes Award for Volunteer Service²; (iii) The Ruth Martin Award for Community Service³; and (iv) The 4-Way Test Award⁴.

Section 4: Selection Criteria and Procedures:

- (a) The Awards Committee shall apply the selection criteria and procedures established by RI in nominating candidates for awards established by RI.
- (b) The Committees responsible for the respective Club awards shall develop and recommend to the Board the criteria and procedures for nominating and selecting recipients for each award

¹ **The Paul Harris Fellow (PHF) Award** is named after Paul Harris, the founder of Rotary, and is based on RI's Paul Harris Fellow Recognition program.

² **The Lloyd Loynes Award for Volunteer Service** is named for the late Lloyd Loynes who was a member of the Club. Lloyd promoted many ways of increasing "volunteerism" in the Club and the community.

³ **The Ruth Martin Award for Community Service** is named for the late Ruth Martin who dedicated much of her life to the betterment of the community at large.

⁴ **The 4-Way Test Award** is named after Rotary's "4-Way Test". Responsibility for program shall rest with a Club's standing committee mandated to provide programs for youth.

under their respective jurisdictions. The Board shall consider all such recommendations and establish and publish approved selection criteria and procedures for each Club award.

- (c) Each year, the Board shall organize a special meeting at which the awards approved for bestowal in the year shall be presented to their recipients.
- (d) Board-approved selection criteria and procedures for each award shall be recorded in the Club's Policy & Procedures Manual.

Section 5: From time to time, the Board may establish additional Club awards. Proposals for new awards may be made by any committee of the Club or Board member. Such proposals will be reviewed by the Awards Committee which shall recommend appropriate action to the Board. Awards approved by the Board may only be given in the year of tenure of the Board that established the award, unless the Board seeks and receives approval from the Club membership for the new award to be given in more than one year. The resolution calling for Club approval of a new award must receive at least two-thirds of the votes cast at a duly constituted meeting of the Club in a vote conducted in accordance with Article 7 of these Bylaws.

Section 6: Any award established with the approval of the Club membership can only be terminated with the approval of the Club membership. The resolution calling for the termination of a membership-approved award must receive at least two-thirds of the votes cast at a duly constituted meeting of the Club in a vote conducted in accordance with Article 7 of these Bylaws.

Honorary Membership:

Section 7: The Club may elect, in accordance with Article 8, Section 6 of the Club Constitution, Honorary Members proposed by the board. The criteria and procedures for selecting and electing honorary members shall be recorded in the club's Policy & Procedures Manual.

Honoured Life Memberships:

Section 8: Honoured Life Member

- (a) The Board may, at its discretion, bestow the honour of "*Honoured Life Member*" on an active member of the Club who, over a period of many years, has provided outstanding service in advancing the Club's mission.
- (b) The tenure of an Honoured Life Member shall be for the period the member continues to meet the minimum attendance requirements set forth in Article 10, Section 1 of the Club Constitution, unless the incumbent requests, in writing, that his/her Honoured Life Membership be terminated.
- (c) An Honoured Life Member shall have all the rights of and be registered with RI as an Active Member. An Honoured Life Member shall be exempt from the payment of membership dues and subscriptions to *THE ROTARIAN* magazine; such dues and subscriptions shall be paid by the Club on the member's behalf.
- (d) A Honoured Life Member shall be listed in a section of the Club's roster entitled "Honoured Life Members".

Section 9: Honoured Life Member (Retired)

- (a) An Honoured Life member who is unable or fails to meet the minimum attendance requirements referred to in Section 8(b) above may be designated by the Board as an

“Honoured Life Member (Retired)”. The designation of Honoured Life Member (Retired) shall be for life unless the incumbent requests, in writing, that his/her Honoured Life membership be terminated.

- (b) The Club shall cease to pay membership dues on behalf of an Honoured Life Member after the member has been designated an Honoured Life Member (Retired) and the member’s status as an Active Member on the RI registry will no longer be maintained. The Club shall continue to purchase a subscription to *THE ROTARLAN* magazine for each Honoured Life Member (Retired).
- (c) An Honoured Life Member (Retired) shall be listed in a section of the Club’s roster entitled “Honoured Life Members (Retired)”.

Section 10: The criteria and procedures for selecting recipients of Honoured Life Membership and for bestowing this award shall be recorded in the Club’s Policy & Procedures Manual.

Article 12: Amendments

These Bylaws may be amended at any regular Club meeting. Changing the Club Bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.