

Bylaws of the Rotary Club of Toronto-Forest Hill

Revised June 2006

Article I Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of 9 members of this club, namely, 4 directors serving a term of two years, and the president, vice-president, secretary, treasurer, serving a term of one year and the immediate past president serving one year by virtue of serving the previous term as president.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and 4 directors or a nominating committee may be struck to recommend nominations to the Members. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting or the Members may chose to give voice approval rather than undertake a balloting process. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 4 candidates for director receiving a majority of the votes shall be declared elected as directors.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms for the upcoming Rotary year.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 3 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; 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, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 4 – *Treasurer*. It shall be the duty of the Treasurer to have custody of all funds keeping separate bank accounts for the General Funds of the Club and for Philanthropic Funds of the Club and to account for same to the Club annually and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to this office. Upon retirement from office the Treasurer shall turn over to his successor or to the President all funds, books of account and any other Club property in possession.

Section 5 – *Directors*. One of the Directors shall be assigned by the President to serve as the Club leader for each of Membership and Public Relations, Club Fundraising, Club Administration, and Service Projects. The Director shall also serve as the Chair of that Committee.

Section 6 – *Sergeant-at-Arms*. The duties of the sergeant-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.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held on the 3rd Thursday in December, in each year. The election of officers and directors to serve for the ensuing year shall take place on or before the date of this meeting.

Section 2 – The regular weekly meetings of this club shall be held on Thursday at 12:30 o'clock p.m.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held monthly – in person, by telephone or by email. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of any two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Section 6 – There shall be a minimum of two club assemblies called by the president, for the purpose of discussion of club policies and the carrying on of such business as may be designated by the president.

Article 6 Fees and Dues

Section 1 - The Annual dues shall be \$250 or such other amount as may be determined upon from time to time by a majority vote of the members of the Club attending at a regular meeting of the Club of such other meetings as may be called by the Board of Directors for the purpose of determining the amount.

Section 2 - New members admitted to the Club shall pay annual dues on a pro rata monthly basis.

Article 7 Method of Voting

The business of this club shall be transacted by standing vote except the election of officers and directors, which may be by ballot.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

Standing committees should be appointed as follows:

- **Membership and Public Relations**
This committee should develop and recommend to the Board a comprehensive plan for the recruitment and retention of members, provide the public with information about Rotary, promote the club's service projects and activities and implement approved plans.
- **Club Fundraising**
This committee should develop and recommend to the Board a comprehensive plan to raise funds for local and international projects, support for The Rotary Foundation through both financial contributions and program participation, and implement approved plans.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club including the booking of speakers, and the monitoring of vocational service. It seems appropriate that this committee include the Treasurer, the Secretary, our auditor, and those involved in booking our weekly program.

- **Service Projects**

This committee should consider and recommend to the Board projects that address the needs of the community and communities in other countries. This Committee will receive, review and recommend to the Board acceptance or rejection of proposals submitted by various proponents.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

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

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year 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.

Article 11 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 length of time.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – The Club shall maintain four separate funds: bingo, charitable, philanthropic, and operating. The use of Bingo funds are regulated by our Bingo license. Charitable funds are accumulated from sources to whom charitable receipts are issued and support of charitable organizations or projects meeting the charitable regulations. Philanthropic funds are accumulated through fundraising activities and are similar to Charitable funds in their disbursement. Operating funds are accumulated through various fees and used to cover day to day expenses related to the operation of the Club.

Section 4 – All bills shall be paid by the treasurer paid only by cheques signed by the Treasurer AND one of either the president or the past-president.

Section 5 – A thorough audit by auditors appointed by the board shall be made once a year of all the clubs financial transactions.

Section 6 – The Fiscal Year of the Club shall extend from July 1st to June 30th and the annual dues shall be assessed and payable on or before January 1st.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within ten (10) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 14 Resolutions

Section 1 - 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

Section 2 - After the budget has been approved by the board of directors no further commitments shall be made by the board exceeding an expenditure of \$1000.00 without first obtaining the approval of the membership.

Article 15 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 Amendments

These bylaws 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 to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.