

Bylaws of The Rotary Club of Belleville, Ontario, Incorporated

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 eleven members of this club, namely, eight (8) directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect and the immediate past president who will be directors by virtue of their office.

Article 3 Election of Directors and Officers

Section 1 – The election of directors shall take place over a two week period at consecutive regular weekly meetings for which notice has been given through publication in *Rotopics*. At the first of such meetings shall be a run-off vote at which members shall vote for no more than eight (8) directors from a list of all members, except those who have notified the President or Secretary in writing that they do not wish to be considered for election. The twelve candidates receiving the highest number of votes and who have agreed to let their names stand for election shall be placed on a ballot at the succeeding week's meeting and members shall vote for no more than eight (8) directors from the ballot. The eight (8) candidates receiving the most votes shall be elected as directors. Voting may be by proxy.

Section 2 – The board of directors-elect shall meet as soon as is reasonably convenient after the election of directors and shall elect from its members the following:

1. A president who shall serve as a member of the board as president-elect for the year commencing on the first day of July next following his election as president-elect, and shall assume office as president on the first day of July immediately following his year of service on the board as president-elect;
2. A vice-president who will become the president-elect for the year following his year of service on the board as vice president.
3. A secretary, and a treasurer, any and all of whom may or may not be members of the board. If not elected members of the board, the secretary and treasurer shall be expected to attend all meetings of the board as non-voting members.

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 – *President-elect*. It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president, to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *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 president-elect and to perform other duties as ordinarily pertain to the office of vice-president.

Section 4 – *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 attendance reports; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Article 5 Meetings

Section 1 – *Annual Meeting*. The annual or any other general meeting of the corporation shall be held at the City of Belleville or elsewhere in Ontario as the board of directors may determine.

Section 2 – *Regular Meetings*. The regular weekly meetings of this club shall be held on Monday at 12 Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to Article 8, sections 3 and 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the members being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 8, sections 1 and 2.

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 once each month at such time as the board of directors shall determine. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

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

Section 6 Special or general meetings of the members of the club shall be given on two weeks notice as published in *Rotopics*. A brief description of the purpose of the meeting and matters to be dealt with at the meeting shall be given.

Article 6 Fees and Dues

Section 1 - The admission fee shall be such amount as determined by the board from time to time to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be such amount as determined by the board from time to time per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

Section 1 - The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. At the discretion of the president voting may take place by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Section 2 - Every member entitled to vote at a meeting of members may appoint a proxyholder, as the member's nominee to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing and signed by the member and may either direct the proxyholder in the manner in which the member's vote may be cast or give general authority for the proxyholder to vote at the proxyholder's discretion on any question before the meeting. Any such proxyholder must be a member of Rotary in good standing. The board may fix a time not exceeding 48 hours, excluding Saturdays, Sundays and holidays, preceding any meeting of members before which time proxies to be used at the meeting must be deposited with the secretary or president and such time shall be included in the notice for the meeting. A proxy shall be acted upon only if received prior to the time so specified or if not such time is specified, a proxy shall be acted upon only if it shall have been received by the secretary or president or by the chairman of the meeting prior to the time of voting.

Section 3 - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairperson of the meeting shall be entitled to a tie breaking vote. Other than for a tie breaking vote, the chairperson of meetings shall not have a vote.

Article 8 Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations. This club will be active in each of the five 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-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and vice-chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

The board may from time to time create or abolish committees, (executive, standing, advisory or otherwise), as the board may from time to time determine for the purpose of satisfying the four avenues of service and to encourage membership, public relations, club administration, service projects and the Rotary Foundation:

- (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.

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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 - As soon as possible after the commencement of each fiscal year and in any event no later than October 1 of each year, at any regular or a special meeting of members, as selected by the board, the board shall present to the members for approval the budget of estimated income and expenditures for the year, including, with as much detail as possible, the proposed donations/projects to be financed out of the charitable/service accounts. Approval of members shall be by majority vote of members in attendance at such meeting in accordance with Article 7.

Section 3 - Subsequent to approval of the annual budget by the members, in the event the board approves an expenditure or expenditures on any single project/donation aggregating more than \$20,000.00, and such expenditure was not detailed in the annual budget presented to the members, such board approval must be presented to the members at a regular or special meeting of members prior to such expenditure being made and such expenditure shall not be undertaken unless approved by a majority of the members attending such meeting.

Section 4 – The treasurer or authorized person 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 operations.

Section 5 – Signing authority for the club, including for cheques, shall be any two of the president, secretary and treasurer or any two persons from time to time authorized by the board.

Section 6 – The board may from time to time authorize separate bank accounts to be maintained for committees of the board involved in service operations and may authorize separate signing authorities for such accounts.

Section 7 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 8 – Officers having charge or control of club funds shall give bond if required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 9 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 13 Method of Admitting Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted through the Director responsible for Membership. 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 and the validation policy of the Rotary Club of Belleville.

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 seven (7) 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

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

Article 15 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.

Article 16 Constitution

These bylaws are adopted in accordance with the Constitution of the Rotary Club of Belleville as amended from time to time and the rules and procedures established by the Constitution remain binding upon the directors, officers and members of the club.