

# Bylaws of the Rotary Club of South Cowichan (Mill Bay)

## Article 1 - 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

**Section 1 – Elected Members** The governing body of this club shall be the board consisting of a minimum of 12 members of this club, namely, directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer and the immediate past president.

**Section 2 – Eligibility for Election** To be eligible for election to the board, a member must be an active member in good standing, who has met the attendance requirements at regular club meetings for a period of not less than six (6) months. To be eligible for election to the position of president, a member must have served a minimum of two (2) terms on the board in a director or officer position, or meet equivalent Rotary experience requirements, as determined by the current board.

## 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 six (6) or more directors. 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. Where more than one candidate is running for the same position, 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. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. In the event of a tie of the votes cast, the voting will be repeated until a majority is reached and one candidate is declared as elected to the office. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and

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shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

**Section 2** - The officers and directors, so elected, together with the immediate past president shall constitute the board. Prior to the commencement of their term, the directors-elect shall meet and determine the duties and responsibilities of directors.

**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 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 serve as director 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 and maintain all records of the club, including but not limited to: membership records (on-line), attendance, minutes, financial reports, policies, constitution and bylaws. The secretary shall send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; provide regular reports as required to RI and perform other duties as usually pertain to the office of secretary as documented in the Secretary Duty Manual.

**Section 5 - Treasurer** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club on a quarterly basis, to provide a financial report to the executive and Board monthly and at any other time as requested by the board, and to perform other duties that pertain to the office of the treasurer, as documented in the Treasurer Duty Manual. Upon retirement from office, the treasurer shall remit all funds, records, access and electronic codes, signing authority, reports and any other club

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property pertaining to his/her role as treasurer to the incoming treasurer prior to the start of the new treasurer's term of office.

**Section 6 – Directors** The duties of the directors and other duties shall be prescribed by the president or the board.

## **Article 5 - Meetings**

**Section 1** - An annual meeting of this club shall be held not later than December 31<sup>st</sup> each year, at which time the election of the following year's officers and directors shall take place.

**Section 2** - The regular weekly meetings of the Rotary Club of South Cowichan shall be held on each Wednesday at 6:45 a.m. Due notice of any changes in or cancelling 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 member's being present for at least sixty (60) 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 each month at a time and place decided by the Executive at their first meeting. 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 and executive shall constitute a quorum of the board.

## **Article 6 - Fees and Dues**

**Section 1** - A one-time only admission fee of \$100.00 shall be paid to the Club before an applicant can qualify as a member.

**Section 2** - Annual membership dues shall be tied to those fees charged and required by Rotary International and District 5020 to maintain memberships in those organizations. The membership dues shall be payable annually on May 31<sup>st</sup> with the understanding

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that a portion of each payment shall be applied to each member's subscription to The Rotarian magazine.

## Article 7 - Method of Voting

The business of this club may be transacted by viva voce <sup>1</sup>ballot, electronic vote or email ballot, except for financial matters and the election of officers and directors, which shall be by ballot at a regular club meeting. The board, at its discretion, may determine that a specific resolution be considered by ballot rather than by viva voce 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 Youth Service. This club will be active in each of the Five Avenues of Service.

## Article 9 - Committees

Directors are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service and may also be assigned as the chair of the committee for their area of service or club duties. In addition the board may assign members to chair a committee or sub-committee for a specific project or event identified in the club goals, delegated by the director for that area. The president-elect, 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. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that chair appointees have previous experience as a member of the committee. Standing committees should be appointed as follows:

**Section 1 - Service Projects** The appointed committees and sub-committees should develop and implement educational, humanitarian and vocational projects that address the needs of their community and communities in other countries.

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<sup>1</sup> Oral vote rather than vote by ballot

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**Section 2 – Finance** This committee should assist the treasurer to develop and implement financial planning for the Club, which includes banking and recording Club financial activities.

**Section 3 – Membership** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

**Section 4 - Club Public Relations** This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

**Section 5 - Club Services and Administration** This committee should conduct activities associated with the effective operation of the club.

**Section 6 - The Rotary Foundation** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

***Additional ad hoc committees may be appointed by the Board 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 director shall be responsible for regular meetings and activities of the committees in their area, shall supervise, delegate and coordinate the work of the committee chairs and shall report to the board monthly 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 committee, the president shall make reference to appropriate RI materials. The service project committees will consider vocational service, community service, youth service and international service avenues when developing plans for the year.

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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 who is unable to meet the attendance minimum of two (2) of the following club activities during a membership year: regular meetings, service projects or sponsored community events. Absence from attending the mandatory requirement can only be authorized under the provisions of Article 8, Sections 3 and 4 of the standard Rotary Club constitution and will not be computed into the attendance record of the club. Such leave of absence operates to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. The member is also required to settle their membership dues in full whilst on leave of absence to remain as an active member of the club.

## **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** - The treasurer shall ensure the deposit, of all club funds in a bank, named by the board. The club funds shall be separately tracked as follows: club operations, service projects, Paul Harris contributions and BC Gaming Grant funds.

**Section 3** - All cheques shall be signed by two authorized officers, one of whom shall normally be the treasurer.

**Section 4** – Two club members shall be randomly selected at the end of each Rotary year to conduct a thorough review of all financial transactions and records, to be completed within 90 days.

**Section 5** - The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>.

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**Section 6** – The club will annually fund a group liability insurance policy for all members of the board to indemnify risks that may arise in performing the operations of the club.

### **Article 13 - Method of Approving New Members**

**Section 1** - The membership application of a prospective member, proposed by an active member of the club (the applicant's "Sponsor"), shall be submitted to the membership committee in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club.

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

**Section 3** - The membership committee shall follow all steps to assess qualification and suitability of the applicant, respond to any questions or concerns from members and make a recommendation to the board, in accordance with the defined new member application process.

**Section 4** - The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

### **Article 14 - Duties of a Member**

Members must conduct themselves in their membership and in their daily lives, in accordance with the principles, standards and values as outlined by Rotary International.

Members must review and update their online club member profile in the members area of the club website, to ensure that all qualifications, operational and vocational expertise and specialist skills accurately attributed.

Members who do not meet the requirements above may be subject to Termination in accordance with Article 11, Section 2 of the Constitution and shall be determined by the board.

### **Article 15 - 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

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meeting, shall be referred to the board without discussion unless by a  $\frac{2}{3}$  majority vote, the members present agree to address the matter presently.

### **Article 16 - Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment has been given to each member at least ten (10) days before such meeting and provided the proposed amendment has been read out at a regular meeting before the meeting where the vote is taken. Notice shall be deemed to have been given, once communication has been sent by regular mail, electronic mail or delivered by hand.

To ensure compliance and accuracy, these bylaws are to be reviewed and appropriate amendments proposed once in each even year [club year commencing July 1<sup>st</sup>] by the board members in office at that time.

No amendment or addition to these bylaws can be made which is not in harmony with the Club's constitution and with the Constitution and Bylaws of Rotary International.

### **Article 17 - Dissolution of the Club**

In the event of the dissolution of the club any non-monetary property of the club will be turned over to the safekeeping and custody of the current District Governor. Any monetary funds remaining after the dissolution shall be turned over to a charity recognized by Rotary International.