



Bylaws of the Rotary Club of Victoria

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Bylaws

Article I Definitions

As used in these Bylaws, unless the context clearly requires otherwise, the following words shall have the following meanings.

1. Board: The Board of Directors of this Club.
2. Bylaws: The bylaws of this Club.
3. Club: The Rotary Club of Victoria, BC Society S0001795.
4. Director: A member of the Board.
5. Foundation: The Rotary Club of Victoria, B.C. Foundation, BC Society S0010999.
6. Good Standing: Every Active member of the Club is a member in good standing except that a member who owes the Club more than 50% of the annual membership fee, without regard to the nature of the indebtedness, shall be not in good standing.
7. Locality. The locality of the Club shall be the Capital Regional District of the Province of British Columbia.
8. Member: A member, other than an honorary member, of this Club.
9. Notice.
 - (a) A notice to any member pursuant to the Society Act of British Columbia, the Regulations, or these Bylaws shall be delivered personally, sent by prepaid mail or sent by electronic means to the latest address shown in the records of the Club.
 - (b) A notice shall be deemed to be received when:
 - (1) it is delivered personally to the address of record; or
 - (2) mailed, three (3) business days after it is deposited in a post office or public letter box; or
 - (3) sent by any electronic means, twenty-four (24) hours after it has been dispatched to the electronic address of record.
10. Quorum, annual and special general meetings:
 - i. if Club membership is less than 10, those members attending, otherwise
 - ii. if Club membership is less than 20, a majority of members; otherwise
 - iii. the lesser of one-third of the membership or 10.
11. Quorum, regular meetings: those members attending.
12. Quorum, Board: A majority of Directors shall constitute a quorum.
13. RI: Rotary International.
14. Special Resolution: That meaning set forth in the Societies Act of British Columbia or in any successor or amendment thereto.
15. TRF. The Rotary Foundation.
16. Year: The twelve-month period which begins on 1 July.

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Article II Membership

Section 1 General Qualifications

This Club shall be composed of adult persons of good character and good business and professional reputation.

Section 2 Kinds

This Club shall have two kinds of membership, namely: active and honorary. Non-Rotarians may only apply for active membership

Section 3 Active Membership

- (a) Every member shall pay an initiation fee and annual dues as prescribed by the Board, except that any transferring or former member of another Rotary club, who is accepted into membership of this Club pursuant to subsection (c) ii., shall not be required to pay an initiation fee.
- (b) A proposed member, approved by the Board for Active Membership, shall only be inducted to the Club upon satisfaction to the Board of any initiation fees.
- (c) The Board shall approve for Active Membership only persons possessing the qualifications set forth in these Bylaws and the Rotary International constitution who:
 - i. has been proposed by a member of this club and endorsed by one other Rotarian, or
 - ii. is an active member or recent former member of another Club and is recommended by the other Club for membership in this Club.
- (d) No person shall simultaneously hold active membership in this and another Rotary club, except that a person may simultaneously be a member of this Club and a Rotaract Club.
- (e) No person shall simultaneously be a member and an honorary member in this Club.
- (f) Membership shall continue during the existence of this Club unless terminated as provided by these bylaws.
- (g) All active members in good standing shall have the right to vote as set out in these Bylaws.
- (h) The Board shall provide protocols for processing proposals for membership, inducting a new member and ensuring that members are informed about Rotary.

Section 4 Honorary Membership

- (a) Eligibility. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this Club.
- (b) Proposals for Honorary Membership must be directed to the Secretary and must be recommended by the Board of Directors before being approved by members at a regular meeting. The term of such membership shall be as determined by the Board.
- (c) Rights and Privileges. Honorary Members shall be exempt from the payment of initiation fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club.

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Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of this Club.

- (d) No Honorary Member of this Club is entitled to any rights and privileges in any other club, except for the right to visit other Rotary clubs without being the guest of a Rotarian.
- (e) Persons may hold honorary membership in more than one Rotary club.

Section 5 Rotary International Employment

No member shall be terminated due to being employed by RI.

Article III Classifications

Section 1 General Provisions

- (a) A classification system is used to establish and maintain a vibrant cross-section or representation of the community's business, vocational, and professional interests among members and to develop a pool of resources and expertise to successfully implement service projects.
- (b) Principal Activity. Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.
- (c) Correction or Adjustment. If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 Limitations

- (a) In approving a person to active membership, the Board shall maintain a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.
- (b) In general, a well-balanced membership would mean that no one classification would comprise more than the greater of five, or ten percent (10%) of the membership.
- (c) Members who are retired shall not be included in the total number of members in a classification.
- (d) If a member changes classification, the Club may continue the member's membership under the new classification notwithstanding these limitations.
- (e) Public Office. Persons elected or appointed to public office for a specified term may continue their membership in their existing Classification and shall not be eligible for active membership in this Club under the classification of such office. A compulsory retirement age shall not be considered a specified term.

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Article IV Attendance

Section 1 General Provisions

- (a) Attendance. The Club will track attendance at meetings. A member is expected to:
 - (1) attend or make up at least 60 percent of Club regular meetings in each half of the year; and
 - (2) attend at least 30 percent of this Club's regular meetings in each half of the year.
- (b) A member shall be counted as attending a regular meeting if the member pays the meeting fee, or makes up for an absence in any of the following ways:
 - (1) attends a meeting of another Rotary, Rotaract, or Interact Club, or
 - (2) a Rotary Community Corps meeting; or
 - (3) attends a RI, TRF, Zone or District council, conference, assembly or meeting, or
 - (4) participates in a club service project, a club-sponsored community event, or a Board meeting, or
 - (5) as otherwise authorized by the Board.

Section 2 Excused Absences

- (a) Leave-of-absence. Upon written application to the Board, setting forth good cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time. The dues payable by such member shall not be reduced or refunded. Good cause shall include, but is not limited to business, travel, health, and family. The Board may request corroborating evidence, but a request shall not be unreasonably denied.
- (b) Rule of 85. A member's absence shall be excused if the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the Club secretary in writing of the member's desire to be excused from attendance and Board approval has been granted.
- (c) RI Officer. A member's absence shall be excused by the Board if the member is a current officer of RI.
- (d) Excused meetings shall not be counted in the total meetings for that member.
- (e) Excused Absences. Any member whose absences are excused by the Board shall not be included in the membership figure used to compute this Club's attendance nor shall such absences or attendances be used for that purpose.

Article V Termination or Suspension of Membership

Section 1 Resignation

- (a) A resignation from this Club shall be submitted in writing to the Secretary, who shall submit the resignation to the Board for approval.
- (b) The resignation shall be accepted by the Board if the member has no indebtedness to this Club.

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Section 2 Non-payment of Dues

- (a) Process. Any member failing to pay dues by the prescribed time shall be notified in accordance with any policy of the Board. If the dues are not paid on or before the date specified in the notification, membership will be terminated, subject to the discretion of the Board.
- (b) Reinstatement. The Board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this Club. A reinstatement will result in a discontinuity in membership in Rotary for the period from the date of termination until the date of reinstatement.

Section 3 For Cause

- (a) The Board may terminate membership of any member who ceases to have the qualifications for membership in this Club or for any good cause, by a vote of not less than two-thirds of the Board members, at a meeting called for that purpose.
- (b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least fourteen (14) days' notice of such pending action and an opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case.

Section 4 Automatic

- (a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that the Board may allow a member moving from the locality of this Club to retain membership.
- (b) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board. However, the Board may extend an honorary membership for an additional period. The Board may revoke an honorary membership at any time.

Section 5 Non-Attendance

- (a) A member who fails to meet attendance expectations shall be subject to termination at the discretion of the Board.
- (b) The Board may terminate for non-attendance by majority vote.

Section 6 Forfeiture of Property Interest

Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Club.

Section 7 Suspension

- (a) The Board may temporarily suspend a member if:
 - (1) it considers an accusation that the member has refused or neglected to comply with these Bylaws to be credible; or

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- (2) he or she has been accused in a judicial or quasi-judicial court of law of conduct that the Board considers unbecoming a member or prejudicial to the interests of the Club.
- (b) The Board must:
 - (1) pass a vote to suspend with a minimum of two-thirds of the Board;
 - (2) not suspend the member for any period or with any conditions greater than is reasonably necessary considering the circumstances; and
 - (3) take no action on the person's membership until either the accusation has been determined to be true or the person is found guilty of the conduct in a court of law.

A suspended member is excluded from attendance at the meetings and other activities of the Club and from any office or position the member holds within the Club.

Section 8 Appeal

An appeal from the Board's decision under this Article must be made, in writing, to the Secretary.

Article VI Officers and Directors

Section 1 Governing Body

The governing body of this Club shall be the Board constituted as the Bylaws may provide.

Section 2 Authority

The Board shall have general control over all officers and committees.

Section 3 Board Action Final

The decision of the Board in all Club matters is final, subject only to an appeal to the Club. If appealed, a decision of the Board shall be reversed only by a two-thirds vote of the members present at a regular meeting specified by the Board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least fourteen (14) days prior to the meeting. If an appeal is taken, the action taken by the Club shall be final.

Section 4 Directors

The Club Directors shall be the president, president-elect, (immediate) past-president, secretary, and treasurer, together with four members elected by the membership in accordance with the provisions of these Bylaws.

Section 5 Terms of Office

- (a) The president shall serve for a period of one year or until his successor shall have been elected and qualified, and on the first day of July in each year (1) the president-elect shall automatically assume the office president and (2) the president-designate shall automatically become president-elect.

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- (b) The secretary and treasurer shall be appointed by the Board for a period not to exceed two years, ending on 30 June. A secretary or treasurer shall be eligible for re-appointment on the same terms at the pleasure of the Board.
- (c) Directors shall be elected for a period of two years, beginning on 1 July following election and ending on 30 June two years later.
- (d) The President may appoint one (additional) vice-president from the Directors, who shall serve until 30 June.
- (e) The Board, for good cause, may declare any office vacant.
- (f) A director may be removed from office by Special Resolution of the members.

Section 6 Duties of Officers

The following duties are prescribed without limitation:

- (a) President - it shall be the duty of the president:
 - (1) to prepare agendas for meetings of the Club and Board,
 - (2) to preside at meetings of the Club and Board and
 - (3) to perform such other duties as ordinarily pertain to the office of president.
- (b) President-elect - it shall be the duty of the president-elect:
 - (1) to serve as the vice-president,
 - (2) to attend the Presidents-Elect Training Session (PETS) unless excused by the District Governor,
 - (3) to attend the District Training Assembly and Conference (DTAC) unless excused by the District Governor, and
 - (4) to perform such other duties as may be prescribed by the President or the Board.
- (c) (Immediate) Past President - it shall be the duty of the past president:
 - (1) to chair the nominating committee,
 - (2) to manage the election process and, generally,
 - (3) to provide such assistance to the President as may be requested.
- (d) Vice-President - it shall be the duty of the vice-presidents:
 - (1) to preside at meetings of the Club and Board in the absence of the president and
 - (2) to perform such other duties as may be prescribed by the president or the Board.
- (e) Secretary - it shall be the duty of the secretary to:
 - (1) file the annual report of the Club and the Foundation, and any other filings with the registrar required under the Act,
 - (2) keep the records of Membership,
 - (3) send out notices of meetings of the Club and Board,
 - (4) record the attendance at meetings,
 - (5) record and preserve the minutes of the Club and the Board,
 - (6) make required reports to Rotary International and to the Club's Rotary District,
 - (7) make the monthly report of attendance at the Club meetings, which shall be made to the district governor within 15 days of the last meeting of the month,
 - (8) collect and remit to RI subscriptions to The Rotarian,

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- (9) perform such other duties as may be prescribed by the President or the Board.
- (f) Treasurer - it shall be the duty of the treasurer:
 - (1) to have custody of all Club funds,
 - (2) to account for all Club funds to the members annually and at any other time upon demand by the Board,
 - (3) to have custody of all Foundation funds not otherwise placed for investment,
 - (4) to oversee Rotary Club of Victoria Foundation investments,
 - (5) to make, in consultation with the Foundation Advisory Committee, recommendations to the Board regarding investment options,
 - (6) to account for all Foundation funds to Club members annually and at any other time upon demand by the Board,
 - (7) to perform such other duties as may be prescribed by the president or the Board, and
 - (8) upon retirement from office, turn over to the incoming treasurer or to the president all funds, books of accounts and any other Club property.

Section 7 Election of Directors

- (a) On or before the first day of November in each year, the Board shall fix the date on which the annual general meeting of the members for the election of a president designate and Directors shall be held, such date to be not later than December 31st.
- (b) Nominations for president-designate and directors shall be made by a nominating committee of four members which shall consist of:
 - (1) the president.
 - (2) the immediate past-president or, if not available, another past-president, who shall be chair of the committee, and
 - (3) two members of the Club, exclusive of a director or the past-president, appointed by the Board.
- (c) The president shall announce to the Club:
 - (1) the date fixed for the annual general meeting. and
 - (2) the names of those members appointed to the nominating committee.
- (d) The details of the president's announcement shall be promptly published in the Club's minutes.
- (e) The Chair shall, in consultation with the President, determine the timetable for the election and, generally, manage the election process within guidelines as established from time to time by the Board.
- (f) The nominee for president-designate receiving the highest number of votes cast shall be declared elected; provided that any nominee for president-designate must receive a majority of the votes cast and, if any nominee fails to receive such majority, further ballot or ballots shall be held until the office is filled by a nominee receiving the required majority of the votes cast, the candidate receiving the least number of votes dropping out on the first and each further ballot.

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- (g) The nominees for Directors receiving the highest number of votes cast shall be declared elected.
- (h) In the case of a tie, the election committee shall make the selection from among those in the tie, by lot.
- (i) The Club may, by resolution passed at a meeting at which a quorum is present, provide for any contingency in connection with the nomination, election or appointment of its Directors not covered by these Bylaws.

Section 8 Vacancies

- (a) Vacancies arising more than three months prior to the end of a director's or officer's term shall normally be filled at the earliest opportunity for the remainder of the term.
- (b) Determination of the method of filling a vacancy, either by election or by Board appointment, shall be made by the Board.

Section 9 Board Operations

- (a) At a meeting of the Board, voting by proxy is not allowed.
- (b) Directors may attend Board meetings by telephone conference or other electronic means provided the electronic medium permits all parties attending the meeting to hear and be heard in the proceedings.
- (c) No remuneration shall be paid to any Directors or officers of this Club.
- (d) The Board of Directors may employ an executive secretary, who may or may not be a member of the Club, under such terms and conditions, including remuneration, as it deems fair and appropriate.
- (e) Each officer and director shall be a member in good standing of this Club.
- (f) If the president-elect is excused from PETS and/or DTAC, the president-elect shall send a designated Club representative who shall report back to the president-elect.

Article VII Meetings

Section 1 Regular Meetings

- (a) Day and Time. The Club shall hold regular meetings at such time and place as may be determined by the Board, subject to ratification by the members.
- (b) Cancellation. The Board may cancel a regular meeting if it falls on a legal holiday or in case of the death of a member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the members. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this Club does not fail to meet for more than three consecutive meetings.
- (c) Notice. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club.
- (d) Voting: Each member in good standing attending at a meeting of the members shall have one vote.

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- (e) Proxy. Every member entitled to vote at meetings of the members may appoint a proxy (who must be a member in good standing) to attend meetings of members to exercise at such meetings all the powers of the member he/she represents. A proxy shall be in writing and signed by the appointor and lodged with the Secretary prior to the meeting. No member shall hold more than two proxies and proxies shall be in such form as the Board from time to time prescribes.

Section 2 Annual Meeting

An annual general meeting shall be held not later than December 31 and no earlier than 1 July. Fourteen (14) days notice will be given to members, stating the date, time and place of the meeting.

Section 3 Resolutions

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

Article VIII Community, National, and International Affairs

Section 1 Proper Subjects

The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this Club and shall be proper subjects of fair and informed study and discussion at a Club meeting for the enlightenment of its members in forming their individual opinions. However, this Club shall not express an opinion on any pending controversial public measure.

Section 2 No Endorsements

This Club shall not endorse or recommend any candidate for public office and shall not discuss at any Club meeting the merits or demerits of any such candidate.

Section 3 Non-Political

- (a) Resolutions and Opinions. This Club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
- (b) Appeals. This Club shall not direct appeals to Clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 Recognizing Rotary's Beginning

The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this Club will celebrate Rotary service,

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reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article IX Rotary Magazines

Mandatory Subscription. Unless, in accordance with the bylaws of RI, this Club is excused by the Board of Directors of RI from complying with the provisions of this Article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this Club by the Board of Directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this Club and to the end of any six (6) month period during which membership may terminate.

Article X Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an initiation fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the Constitution and Bylaws of this Club, and on these conditions alone is entitled to the privileges of this Club. Each member shall be subject to the terms of the Constitution and Bylaws regardless of whether such member has received copies.

Article XI Finances

- (a) The treasurer shall deposit all funds of the Club to the bank account named by the Board.
- (b) All bills shall be paid only by cheques signed by duly authorized signing authorities.
- (c) A Compilation Engagement by a Chartered Professional Accountant shall be made once each year, unless otherwise resolved by the Board and approved by the membership.
- (d) At the beginning of each fiscal year, the Board shall prepare or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.
- (e) The members may from time to time at their discretion authorize the Club, by special resolution, to borrow any sum of money for the purposes of the Club and may raise or secure the repayment of that sum in such manner and on such terms and conditions, in all respects, as they think fit, including, without limitation, by the issue of bonds or debentures, whether specific or floating, or other security on the undertaking of all or any part of the property of the Club, both present and future.
- (f) The members may authorize by special resolution, the issue of any debentures, bonds or other debt obligations of the Club at a discount, premium or otherwise, and with special or other rights or privileges as to redemption or surrender as the members may determine at or before the time of issue.

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Article XII Insurance

Subject to the Society Act of British Columbia, the Club may purchase and maintain insurance for the benefit of any Director or Officer of the Club against any liability incurred by as a Director or Officer of the Club.

Article XIII Liability

Subject to the provisions of the Society Act of British Columbia, the Club shall indemnify a director or officer, a former director or officer, and any heirs, executors, administrators and other legal representatives of the director or officer, from and against:

- (a) any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit or proceedings that is proposed or commenced in respect of anything done or permitted by the director or officer in respect of the execution of the duties of office;
- (b) all other costs, charges and expenses sustained or incurred in respect of the affairs of the Club;
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the director or officer had reasonable grounds for believing that the alleged conduct was lawful; except where such liability relates to any failure to act honestly and in good faith with a view to the best interests of the Club.

Article XIV Amendments

- (a) These Bylaws may be amended by Special Resolution.
- (b) Amendment to the Name or Locality of the Club shall be submitted to the RI board of directors and becomes effective only when approved. The district governor may offer an opinion to the RI board of directors about the proposed amendment.