



Bylaws of the Rotary Club of Burnaby #1-5040-000139

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 II: BOARD OF DIRECTORS

The Board of directors shall consist of the immediate past-president, the president, the vice-president / president-elect, the secretary, the treasurer, and 8 other directors elected as such by the members in accordance with these bylaws.

ARTICLE III: 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 / president-elect, secretary, treasurer, and eight (8) additional directors. The nominations may be presented by a nominating committee or by members from the floor. The nominating committee, shall be headed by the past president and the vice-president / president-elect shall be the other member of the committee. 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 vice-president / president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The eight (8) additional candidates for director receiving a majority of the votes shall be declared elected as directors. The vice-president elected in such balloting shall serve as a member of the Board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the Board as president-elect.

Section 2 – The officers and directors shall constitute the Board. Within one week after their election, the Board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms (not a Board member).

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

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



ARTICLE IV: DUTIES OF OFFICERS

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

Section 2 – Immediate Past President. It shall be the duty of the immediate past president to serve as a director, be responsible for the Nominating Committee for the new Board, planning the installation dinner, club historian, and other duties as may be prescribed by the president or the board.

Section 3 - Vice-President / President-Elect. It shall be the duty of the vice-president / president-elect to serve as a member of the Board of directors of the club and to perform such other duties as may be prescribed by the president or the Board. It shall be the duty of the vice-president / president-elect to preside at meetings of the club and Board in the absence of the president and to perform such other duties as ordinarily pertain to the office. The vice-president / president-elect shall also assist the past president in the planning of the installation dinner and the nominating committee and be responsible for the review of the constitution and bylaws.

Section 4 – Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, record and preserve the minutes of the annual general meeting, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary 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 semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, 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, collect and remit, in concert with the treasurer, to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary. Upon retirement from this office, all records and club property in the secretary's possession shall be turned over to the successor secretary.

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board, and to perform such other duties as pertain to the office of treasurer. The treasurer also shall be responsible for submitting or ensuring the submission of the annual statements to the Province for the club's gaming account. The treasurer is encouraged to provide assistance to the treasurer of the Rotary Club of Burnaby Foundation in the annual filings to Revenue Canada and the registrar of the *Society Act of British Columbia* by the Rotary Club of Burnaby Foundation. 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 V: MEETINGS

Section 1 – Annual Meeting. An annual meeting of the club shall be held on the last Friday of December or such earlier Friday as the Board may direct, in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The minutes of the annual meeting must be recorded and kept along with the other official club records.

Section 2 – The regular weekly meetings of this club shall be held on Friday at 12:15 PM.

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 by the Board of directors of the club, pursuant to article IX, section 3(b) of the club constitution) in good standing in the 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 club constitution, article IX, section 1 and 2.

Location of meetings: Meetings are held at the Riverway Golf Club, 9001 Bill Fox Way, V5J 5J3, Burnaby

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

Section 4 – Regular meetings of the Board shall be held once each month at a time and place as determined by the Board. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 – A majority of the Board members shall constitute a quorum of the Board.

ARTICLE VI: FEES AND DUES

Section 1 – The admission fee (amount to be determined by the Board) shall be paid before the applicant can qualify as a member, except as provided for in the Rotary Club of Burnaby constitution.

Section 2 – The membership dues (amount to be determined by the Board on an annual basis) shall be payable annually by the first day of July. From the dues, a semi-annual payment set by the Board shall be applied to each member's subscription to *THE ROTARIAN* magazine.

ARTICLE VII: METHOD OF VOTING

The business of the club shall be transacted by *viva voce* vote, except for the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(note: *Viva voce* vote is defined as when the club voting is conducted by vocal assent)



ARTICLE VIII: AVENUES OF SERVICE

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

ARTICLE IX: COMMITTEES

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president and immediate past president shall 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 conducting planning meetings prior to the start of the year in office. Standing committees shall be appointed as follows:

- ⌚ Membership: This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.
- ⌚ Public Image: This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- ⌚ Administration: This committee shall conduct activities associated with the effective operation of the club.
- ⌚ Service Projects: These committees shall develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other places.
- ⌚ The Rotary Foundation: This committee shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

The chair of each standing committee must be a member of the Board.

Ad-hoc Committees may be appointed by the Board.

The Board may also appoint sub-committees as needed and the chair of each committee shall be a member of a standing committee.

Section 1 – General

- (a) The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board 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.



- (d) The Board may appoint non-elected deputies for each director. In the absence of a director, a deputy may stand in for that director provided the director has so authorized and subject always to the approval of the Board. A deputy shall not be entitled to vote at any meeting of the Board but may make recommendations to the Board.

ARTICLE X: DUTIES OF COMMITTEES

Section 1: Membership

The role of the membership committee is to develop and implement an action plan for membership development.

- (a) The responsibilities of the club membership committee shall be to:

- ↑ Develop committee goals to achieve club membership goals for the coming year.
- ↑ Conduct club assessments to determine strengths and weaknesses.
- ↑ Work with the public image committee to create a positive club image that is attractive to prospective and current members alike.
- ↑ Develop programs to educate and train new and current club members.
- ↑ Sponsor newly organized clubs in the district, if applicable.

- (b) The membership committee may be divided into subcommittees as has been approved by the Board:

- ↑ Recruitment
- ↑ Retention
- ↑ Classification
- ↑ Orientation and education

Section 2: Public Image

The role of the club public image committee is to inform the public about Rotary and promote the club's service projects and activities.

- a) The responsibilities of the club public image committee shall be to:

- a) Develop committee goals to achieve the club's public image goals for the coming year.
- b) Promote Rotary and the Rotary club of Burnaby in the community.
- c) Work with Rotarians in the club to maximize public image efforts.
- d) Understand the components of public relations that will help you promote Rotary to the community.
- e) Know Rotary's key messages and be able to use them when speaking in public.



b) The public image committee may be divided into subcommittees as has been approved by the Board:

- ↑ Media relations
- ↑ Advertising/marketing
- ↑ Special events

Section 3: Club Administration

The role of the club administration committee is to conduct activities associated with the effective operation of the club.

a) The responsibilities of the club administration committee shall be to:

- ↑ Develop committee goals to achieve club's annual goals.
- ↑ Organize weekly and special programs.
- ↑ Produce the club bulletin and maintain the club Web site.
- ↑ Help the club secretary track club attendance.
- ↑ Promote fellowship among club members, and member health and welfare
- ↑ Conduct any other activities associated with the effective operation of the club.

b) The administration committee may be divided into subcommittees as has been approved by the Board:

- a) Weekly meeting administration
- b) Weekly speakers
- c) Club bulletin and Web site (and photography)
- d) Attendance
- e) Fellowship

Section 4: The Rotary Foundation

The role of The Rotary Foundation committee is to develop and implement a plan to support the Foundation through program participation and financial contributions through community and international service.

a) The responsibilities of The Rotary Foundation committee shall be to:

- ↑ Develop committee goals for the club to achieve with respect to The Rotary Foundation goals for the coming year.
- ↑ Educate and train club members about The Rotary Foundation.
- ↑ Encourage and facilitate participation in The Rotary Foundation programs. (Alumni, Annual giving, Grants, Group Study Exchange, Permanent Fund, Polio Plus, Rotary World Peace Fellowships, Scholarships)
- ↑ Ensure that the club and its members contribute to The Rotary Foundation.



b) The Rotary Foundation committee may be divided into subcommittees as has been approved by the Board:

- ↑ Program participation
- ↑ Foundation fundraising

The Rotary Club of Burnaby Foundation is a separate registered society as noted in Article XVII.

Section 5: Service Projects

The role of the club service projects standing committee(s) is to help develop and implement educational, humanitarian, and vocational service projects that shall help the community and communities in other countries.

a) The responsibilities of the club service projects committee shall be to:

- ↑ Develop committee goals to achieve club service project goals for the coming year.
- ↑ Conduct service projects that include assessments, planning, and evaluation.
- ↑ Create a balanced program of service.
- ↑ Work with other organizations, volunteers, and committee members to maximize the impact of the projects.
- ↑ Lead fundraising efforts to fund projects.
- ↑ Understand liability issues that affect your club projects and activities.
- ↑ The Rotary Club of Burnaby is a member of The Rotary Work Help Network.

b) The service projects committee may be divided into standing committees as has been approved by the Board:

- ↑ New Generations
- ↑ Community
- ↑ International
- ↑ Vocational

ARTICLE XI: 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, which shall be no longer than twelve (12) months.

Such leave of absence shall operate to prevent a forfeiture of membership, but it shall not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member shall be recorded as absent, except that absence authorized under the provisions of article IX, section 2 of the Rotary Club of Burnaby Constitution, and shall not be computed in the attendance record of the club.



ARTICLE XII: 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 three separate parts: one in respect of club operations, one in respect of charitable/service projects and one in respect for the gaming account.

Section 2 - The treasurer shall deposit all funds of the club in some bank or credit union to be named by the Board.

Section 3 – The treasurer shall maintain the following three (3) bank accounts:

- (a) General or Operating Account. This account shall be used to account for all receipts and expenses for operation of club activities, including payment of District and International dues, insurance, printing of roster and president's book, installation dinner expenses, office supplies, president-elect expenses for attending PETS, etc. No service project money from fundraisers shall be placed in this account and used to offset costs, unless specifically directed by the Board; i.e. all operating costs shall be covered by the members' annual dues and sponsorships.
- (b) Service Account. This account shall be used to account for all receipts and expenses for service projects. Most of the funds in this account come from fundraising projects. The only expenditures from this account shall be for service projects.
- (c) Gaming Account. This account shall be used to account for all receipts and expenses in connection with local community-type projects that meet the strict requirements of the B.C. gaming branch. A completed financial report must be filed annually with the Provincial gaming branch by the treasurer. The Board must seek approval of the gaming branch if the Board wishes to use these funds for the club's own community projects, such as for the Maywood Pancake Breakfast, Christmas dinner, Stride Avenue Community School food support program.

Section 4 – All bills shall be paid by the treasurer only in a manner prescribed by the Board.

- (a) The treasurer, president, immediate past president and vice-president / president – elect shall have signing authority over the club's bank accounts. Any two of these officers' signatures shall be required on cheques written on these accounts.
- (b) Should two or more of the named signing officers be absent for a temporary period, and the Board deems it necessary to replace the officer solely for a specified period, the Board may, at its discretion, and by unanimous consent of the directors present, appoint any past president to serve with signing authority for an interim period of time.
- (c) By request of two or more of the named signing officers in Article XII Section 4 (a), the Board of the director's may in its discretion and by unanimous consent of the directors present, appoint one additional signing authority for a period up until the



Board dissolves the appointment but no longer than 30 June of the Current Rotary Year.

Section 5 - A thorough review by a qualified person shall be made once each year of all the club's financial transactions.

Section 6 – Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 7 – The fiscal year of the club shall extend from 1 July to 30 June, and the dues of members shall be collected by July 1. The method of payment shall be determined by the Board. The per capita dues and the Rotarian 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 XIII: 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 for the time being 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 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 favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership by the information sub-committee, 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 induction of the new member; the club secretary shall issue a membership card and shall report the new member to Rotary International; and the membership committee shall provide appropriate literature for



presentation at the induction and assign a member to assist in the familiarization and assimilation of the new member.

Section 7 – The club may elect, in accordance with the Rotary club of Burnaby constitution, honorary members proposed by the Board.

ARTICLE XIV: RESOLUTIONS

No resolution or motion to commit the 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 XV: ORDER OF BUSINESS AT REGULAR CLUB MEETING

1. Meeting called to order
2. Introduction of visiting Rotarians and guests
3. Correspondence and announcements
4. Committee reports, if any
5. Unfinished business, if any
6. New business, if any
7. Sergeant-at-arms
8. Address or other program features
9. The draws
10. Adjournment – toast to Rotary

ARTICLE XVI: BYLAW AMENDMENTS

These bylaws also may be amended at any regular club 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 or emailed 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 Rotary Club of Burnaby constitution and with the constitution and bylaws of Rotary International.

ARTICLE XVII: ROTARY CLUB OF BURNABY FOUNDATION

The club has caused the incorporation of the Rotary Club of Burnaby Foundation, a society registered under the *Society Act of British Columbia* and registered with Canada Revenue Agency as a tax exempt charitable organization. The intention is that the Foundation will work in concert with the club to fund various projects. Members of the club are strongly encouraged to also become members of the Rotary Club of Burnaby Foundation.

DATED AT THE City of Burnaby, Province of British Columbia this 7th day of December AD 2007

Revised 9th day of December 2011 AD



**Rotary Club of Burnaby
#1-5040-000139
Bylaws revised, 2011**

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