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## Confirmation of Filing

### Bylaw Alteration Application

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ROTARY CLUB OF VANCOUVER SUNRISE  
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Form Filed:	<b>Bylaw Alteration Application</b>
Name of Society:	<b>ROTARY CLUB OF VANCOUVER SUNRISE</b>
Incorporation Number:	<b>S0028583</b>
Business Number:	<b>84817 1484 BC0001</b>
Date and Time of Filing:	<b>April 3, 2019 10:30 AM Pacific Time</b>

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Certified copy of the Bylaws

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Review your documents carefully to ensure there are no errors or omissions. If errors or omissions are discovered, please contact the Corporate Registry for instructions.

  
CAROL PREST

**THE BYLAWS OF  
THE ROTARY CLUB OF VANCOUVER SUNRISE**

**Article 1 Definitions**

As used in this bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

- 1. Board: The Board of Directors of this club.
- 2. Bylaws: The bylaws of this club.
- 3. Director: A member of this club's Board of Directors.
- 4. Member: A member, other than an honorary member, of this club.
- 5. Quorum: the minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club Board decisions.
- 6. RI: Rotary International.
- 7. Year: The twelve-month period which begins on 1 July.

**Article 2 Meetings**

**Section 1 - Regular Meetings.**

- (a) *Day and Time.* This club shall hold a regular meeting once each week on every Wednesday, from 7:30 to 8:30 in the morning. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members. Attendance may be in person, through an online meeting, or using an online connection for members whose attendance otherwise would be precluded. Alternatively, a club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on the club's website. The latter type of meeting shall be considered as held on the day that the interactive activity is to be posted on the website.
- (b) *Change of Meeting.* For good cause, the Board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- (c) *Cancellation.* The Board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club

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 club 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. A club, however, must meet at least twice per month.

**Section 2 - Annual Meeting.**

An annual meeting for the election of officers shall be held not later than 31 December, to elect the directors and officers who will serve for the next Rotary year.

**Section 3 - Board Meetings.**

- (a) Board meeting shall be held each month, or at the discretion of the President but not to exceed two months. Special meetings of the Board are called with reasonable notice by the President or upon request of two directors.
- (b) Written minutes should be provided for all Board meetings. Such minutes should be available to all members within 21 days of said meeting.

**Section 4** - The business of this club is conducted by voice vote or show of hands, except the election of directors and officers, which will be conducted by ballot, if there are more candidates than positions to fill. The Board may also provide a ballot for vote on some resolutions.

**Article 3 Membership**

**Section 1 - General Qualifications.** This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

**Section 2 - Kinds.** This club shall have two kinds of membership, namely: active and honorary.

**Section 3 - Active Membership.** A person possessing the qualifications set forth in article 2, section 2 of the Constitution, may be elected to active membership in this club.

**Section 4 - Dual Membership.** No person shall simultaneously hold active membership in this and another club other than a satellite of this club or a Rotaract Club. No person shall simultaneously be a member and an honorary member in this club.

**Section 5 - Honorary Membership.**

- (a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

- (b) *Rights and Privileges.* Honourary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honourary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 6 - Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

**Section 7 - Rotary International Employment.** This club may retain in its membership any member employed by RI.

#### **Article 4 Method of Electing Members**

**Section 1** - A member proposes a candidate for membership to the Board, or another club proposes one of its transferring or former members.

**Section 2** - The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

**Section 3** - If the Board approves the candidate's membership, the prospective member is invited to join the club, after at least 10 days notice to the members and no just objections from any of the members as to the candidate's qualifications.

#### **Article 5 Classifications**

**Section 1 - General Provisions.**

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. 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 or that which describes the nature of the member's community service activity.
- (b) *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.** This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

#### **Article 6 Attendance**

**Section 1 - General Provisions.** Each member should attend this club's regular meetings, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

- (a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member
  - (1) attends at least 60 percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
  - (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
  - (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the

board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

- (4) is present at the usual time and place of a regular meeting or club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board; or
- (6) attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned; or
- (7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) *At the Time of the Meeting.* If, at the time of the meeting, the member is
- (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or
  - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
  - (3) serving as the special representative of the district governor in the formation of a new club; or
  - (4) on Rotary business in the employ of RI; or
  - (5) directly and actively engaged in a district-sponsored or RI-sponsored or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
  - (6) engaged in Rotary business duly authorized by the Board which precludes attendance at the meeting.

**Section 2 - Extended Absence on Outposted Assignment.** If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

**Section 3 - Excused Absences.** A member's absence shall be excused if

- (a) the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the Board for a period of time beyond the original twelve months.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least 20 years, and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the Board has approved.

**Section 4 - RI Officers' Absences.** A member's absence shall be excused if the member is a current officer of RI or a Rotarian partner of a current officer of RI.

**Section 5 - Attendance Records.** When a member whose absences are excused under the provision of subsection 3(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

**Article 7 Elections and Terms of Office**

**Section 1 -** One month before elections, members nominate candidates for president, president elect, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

**Section 2 -** The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3 -** If any officer or Board member vacates his or her position, the remaining members of the Board will appoint a replacement.

**Section 4 -** If any officer-elect or director-elect vacates a position, the remaining members of the Board-elect will appoint a replacement.

**Section 5 -** The terms of office for each role are:

- President: one year, except as provided in article 8, section 5(a) (1) of the Bylaws
- President Elect: one year

Treasurer: one year  
Secretary: one year  
Sergeant-at-Arms: one year  
Director: one year

## **Article 8 Directors and Officers and Committees**

**Section 1 - Governing Body.** The governing body of this club is its board of directors, consisting of the president, immediate past president, the president-elect, secretary, and treasurer, and at least two directors, or a greater number of directors determined from time to time at a general meeting.

**Section 2 - Authority.** The Board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 - Board Action Final.** The decision of the Board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 13, section 6, may appeal to the club, request mediation, or request arbitration. 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 five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

**Section 4 - Officers.** The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer, and may include one or more vice-presidents, all of whom shall be members of the Board. The club officers may also include a sergeant-at-arms, who may be a member of the Board as the Bylaws shall provide.

### **Section 5 - Election of Officers.**

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the Bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
  - (1) *Term of President.* The president shall be elected as provided in the Bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
- (b) *Qualifications.* Each officer and director shall be a member in good standing of this club.



A candidate for the office of president shall have served as a member of this club for at least one (1) year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve, until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

**Section 6 - Committees.** This club should have the following committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed.

**Section 7 -** Club committees coordinate their efforts to achieve the club's annual and long-term goals.

**Section 8 -** The president is an ex officio member of all committees and, as such, has all the privileges of membership.

**Section 9 -** Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

#### **Article 9 Duties of the Officers**

**Section 1 -** The president presides at club and Board meetings.

**Section 2 -** The immediate past president serves as a director on the club Board.

**Section 3 -** The president-elect prepares for his or her year in office and serves as a director.

**Section 4 -** The immediate past president presides at club and Board meetings when the president is absent.

**Section 5 -** A director attends club and Board meetings.

**Section 6** - The secretary keeps membership and attendance records.

**Section 7** - The treasurer oversees all funds and provides an annual accounting of them.

**Section 8** - The sergeant-at-arms maintains order in club meetings.

#### **Article 10 Meetings**

**Section 1** - An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

**Section 2** - This club meets as follows: Wednesday of the week, at 7:30 to 8:30 in the morning. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

**Section 3** - Board meetings are held each month, or at the discretion of the President but not to exceed two months. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

#### **Article 11 Method of Voting**

The business of this club is conducted by voice vote or a show of hands, except in the election of officers and directors, which is conducted by ballot, if there are more candidates than positions to fill. The Board may also provide a ballot for a vote on some resolutions.

#### **Article 12 Dues**

Annual club dues of the members, the amount, the manner payment, the terms and conditions of payment, shall be fixed by the board of directors. Annual club dues include RI per capita dues, a subscription to the Rotarian or a Rotary regional magazine, district per capital dues, club fees and another Rotary or district per capita assessment

#### **Article 13 Duration of Membership**

**Section 1** - *Period.* Membership shall continue during the existence of this club unless terminated as hereinafter provided.

**Section 2** - *Automatic Termination.*

- (a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
  - (1) the Board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if

the member continues to meet all conditions of club membership;

- (2) the Board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification.
- (c) *Termination of Honourary Membership.* Honourary membership shall automatically terminate at the end of the term for such membership as determined by the Board. However, the Board may extend an honourary membership for an additional period. The Board may revoke an honourary membership at any time.

**Section 3 - Termination - Non-payment of Dues.**

- (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, 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. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 5, section 2.

**Section 4 - Termination - Non-attendance.**

- (a) *Attendance Percentages.* A member must
- (1) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;
  - (2) attend at least 30 percent of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership may be subject to termination unless the Board consents to such non-attendance for good cause.

- (b) *Consecutive Absences.* Unless otherwise excused by the Board for good and sufficient reason or pursuant to article 6, sections 3 or 4, each member who fails to

attend or make up four consecutive regular meetings shall be informed by the Board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the Board, by a majority vote, may terminate the member's membership.

**Section 5 - Termination - Other Causes.**

- (a) *Good Cause.* The Board may terminate the 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 present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 3, section 1 of the Bylaws, The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written 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. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (c) *Filling Classification.* When the Board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.  
However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the Board's decision regarding termination is reversed.

**Section 6 - Right to Appeal, Mediate or Arbitrate Termination.**

- (a) *Notice.* Within seven (7) days after the date of the Board's decision to terminate or suspend membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 17.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

- (c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 17.
- (d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

**Section 7 - Board Action Final.** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 8 - Resignation.** The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the Board if the member has no indebtedness to this club.

**Section 9 - 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 if, under local laws, the member may have acquired any right to them upon joining the club.

**Section 10 - Temporary Suspension.** Notwithstanding any provision of the Bylaws, if in the opinion of the Board

- (a) credible accusations have been made that a member has refused or neglected to comply with the constitution and this bylaws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (b) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and
- (c) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended, and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club;

the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the Board determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in article 13, section 6.

During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the Board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

#### **Article 14 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, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

#### **Article 15 Rotary Magazines**

**Section 1 - 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. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the Board for their club or clubs. The subscription shall be paid on such dates as established by the Board for the payment of per capita dues for the duration of membership in this club.

**Section 2 - Subscription Collection.** The subscription shall be collected by this club from each

member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

**Article 16 Acceptance of Object and Compliance with Constitution and Bylaws**

By payment of 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 he has received copies of them.

**Article 17 Arbitration and Mediation**

**Section 1 - Disputes.** Should any dispute, other than as to a decision of the Board, arise between any current or former member (s) and this club, any club officer, or the Board, on any account whatsoever, which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary, by any of the disputants, either be resolved by mediation or settled by arbitration.

**Section 2 - Date of Mediation or Arbitration.** In the event of mediation or arbitration, the Board shall set a date for the mediation or arbitration, in consultation with the disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

**Section 3 - Mediation.** The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of the Rotary Foundation. Only a member of a Rotary Club may be appointed as a mediator. The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s), and one copy given to the Board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

**Section 4 - Arbitration.** In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

**Section 5 - Decision of Arbitrators or Umpire.** If an arbitration is requested, the decision reach by the arbitrators, or, if they disagree, by the umpire shall be final and binding to all parties and shall not be subject to appeal.

#### **Article 18 Finances**

**Section 1 -** Before each fiscal year starts, the Board prepares an annual budget of estimated income and expenditures.

**Section 2 -** The treasurer deposits club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for club operations and one for service projects.

**Section 3 -** Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

**Section 4 -** A qualified person conducts a thorough annual review of all financial transactions.

**Section 5 -** Club members will receive an annual financial statement of the club.

**Section 6 -** The fiscal year is from 1 July to 30 June.

#### **Article 19 Interpretation**

Throughout the Bylaws, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

#### **Article 20 Amendments**

The Bylaws may be amended at any regular club meeting. Changing the club Bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes cast in support the change. Changes to the Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.