



## Bylaws of the Rotary Club of Kelowna Sunrise

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## **ARTICLE 1 DEFINITIONS**

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

1. "Act" means the Societies Act of British Columbia from time to time in force and all amendments to it.
2. "Board": The Board of Directors of this Club.
3. "Bylaws": The Bylaws of this Club.
4. "Club": The Rotary Club of Kelowna Sunrise
5. "Director": Those persons who are, or who subsequently become designated, elected or appointed, Directors of the Club.
6. "Member": A member, other than an honorary member, of this Club.
7. "Officers": The Executive of the Board (President, Vice President, President Elect, Secretary, and Treasurer).
8. "Ordinary Resolutions": All other resolutions will be Ordinary Resolutions that require a 50% +1 majority vote.
9. "Quorum": The minimum number of members who must be present when a vote is taken: one-third (1/3) of the Club's membership for Club decisions and a majority of the Directors for Club Board decisions.
10. "Registered address" of a member means the member's address as recorded in the register of members and includes a member's email address.
11. "RI": Rotary International
12. "Special Resolutions": A Special Resolution shall require a two-thirds (2/3) majority vote of members and will apply to all matters as specified in the Act and where noted in these Bylaws.
13. "Writing": A communication regardless of method of transmission.
14. "Year": The twelve-month period which begins on 1 July.

### **Section 1 Definitions and Words**

The definitions in the Act on the date these Bylaws become effective, apply to these Bylaws. Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

## **ARTICLE 2 OBJECT OF ROTARY**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First: The development of acquaintance as an opportunity for service

Second: High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society

Third: The application of the ideal of service in each Rotarian's personal, business and community life

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

### **ARTICLE 3 THE FOUR WAY TEST**

Of the things we think, say or do:

Is it the truth?

Is it fair to all concerned?

Will it build goodwill and better friendships?

Will it be beneficial to all concerned?"

### **ARTICLE 4 FIVE AVENUES OF SERVICE**

1. **Club Service**, the first Avenue of Service, involves action a member should take within this Club to help it function successfully.
2. **Vocational Service**, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. **Community Service**, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this Club's locality or municipality.
4. **International Service**, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations and problems through reading and correspondence and through cooperation in all Club activities and projects designed to help people in other lands.
5. **Youth Service**, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects and exchange programs that enrich and foster world peace and cultural understanding.

### **ARTICLE 5 MEETINGS**

#### **Section 1 Regular Meetings**

- a. **Day and Time.** This Club shall hold a regular meeting once each week on the day and at the time provided in the Bylaws
- b. **Method of Meeting.** Attendance may be in person, by telephone, or online attendance.
- c. **Change of Meeting.** For good cause, the Board may change a regular meeting.
- d. **Cancellation.** The Board may cancel a regular meeting if it falls on a legal holiday or other reasons based on Directors reasonable discretion.

#### **Section 2 Annual General Meeting**

An annual general meeting for the election of Officers, together with a financial report on the previous year, shall be held not later than 31 December as provided in the Bylaws.

#### **Section 3 Board Minutes**

Within 60 days after all Board meetings, written minutes and financial statements shall be available to all members.

## **ARTICLE 6 MEMBERSHIP**

### **Section 1 General Qualifications**

This Club shall be composed of adult persons of good character and good business, professional and/or community reputation, who are willing to serve in their community and/or around the world.

### **Section 2 Categories**

This Club shall have at least five categories of membership, namely: active, dual, honorary, corporate, and family. Subject to member approval by special resolution, the Board may create other categories to support membership. The guidelines for categories shall be determined by the Board.

### **Section 3 Active Memberships**

- a. The Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, occupation, and/or community; and are willing to serve in their community and/or around the world and having their place of business or residence located in the locality of the Club or the surrounding area. A member moving from the locality of the Club or the surrounding area may retain membership in the Club where the member's Board grants such permission and said member continues to meet all conditions of Club membership.
- b. The Club shall have a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.
- c. The Bylaws of RI may provide for active membership and honorary membership in Clubs and shall prescribe the qualifications for each.

### **Section 4 Application for Membership**

- a. For a person to become a member, the Board must receive an application in writing that includes support from a member in good standing proposing the applicant for membership. The Membership Committee must be satisfied that the applicant is in the best interest of the Club. The applicant must submit a valid Criminal Record Check (and renewals as requested) with their application. Each applicant will be interviewed by at least two members of the Club to evaluate their motivation and fit with the Club.
- b. Applicants from other Rotary Clubs (i.e. transferring or former member of a Club) shall also follow this process as described in 4 (a).

### **Section 5 Dual Membership**

With the exception of Rotaract, no person shall simultaneously hold active membership in this and another Rotary Club.

### **Section 6 Honorary Member**

- 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 permanent support of Rotary's cause may be nominated to the Board for 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. Honorary Members may be nominated by submitting a request by two Active members to the President and Secretary, by May 1<sup>st</sup> each year.

- c. Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and 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 honorary 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.
- d. Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term 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 without notice to that honorary member.

### **Section 7 Corporate Membership**

The Rotary Club of Kelowna Sunrise Corporate Membership Program allows a corporation, company, or organization to become a member of our Rotary Club. Only one vote per Corporate Membership.

### **Section 8 Family Membership**

The Rotary Club of Kelowna Sunrise Family Membership Program allows family members or partners to become members of our Rotary Club. Each person must pay dues and individually will be entitled to one vote.

### **Section 9 Cessation of Membership**

Membership will cease upon the date which is the later of:

1. The date of delivering a resignation to the Secretary or President of the Club
2. After being notified by the Board that failure to pay annual dues will result in termination of membership
3. Upon expulsion in accordance with Article 11, and
4. Upon death.

### **Section 10 Holders of Public Office**

Persons elected or appointed to public office for a specified time shall not be eligible to receive 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 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 11 Rotary International Employment**

This Club may retain in its membership any member employed by RI.

## **ARTICLE 7 DIVERSE MEMBERSHIP**

This Club's membership should represent a cross-section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

## **ARTICLE 8 ATTENDANCE**

### **Section 1 General Provisions**

In order to enjoy the mutual benefits of membership, each member is encouraged make every effort to attend regular Club meetings, or any of the following choices:

Within the current Rotary year:

- a. attends a regular meeting of a Rotaract or Interact Club, or similar Rotary-affiliated organization,
- b. attends events, discussion, training, conference or convention of the District
- c. attends a convention of RI, or any other meeting convened with the approval of the Board of Directors of RI,
- d. attends and participates in a Club service project or a Club-sponsored community event or meeting authorized by the Board,
- e. attends a Board meeting or a meeting of a service committee,
- f. attends a social or hands-on project organized by the Club,
- g. participates through an internet or virtual Club activity or meeting requiring an average of 30 minutes of participation, or
- h. participates in any Club activity as approved by the Board from time-to-time.

### **Section 2 Leave of Absence (LOA)**

A member's absence shall be excused if:

- a. The absence complies with the conditions and under circumstances approved by the Board.
- b. 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 the Board has approved.

### **Section 3 RI Officers' Absences**

A member's absence shall be excused if the member is a current Officer of RI.

### **Section 4 Attendance Records**

Any member whose absences are excused under the provisions of this Article shall not be included in the membership figure used to compute this Club's attendance.

## **ARTICLE 9 DIRECTORS AND OFFICERS AND COMMITTEES**

### **Section 1 Governing Body**

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

### **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 Board. However, as to a decision to terminate membership, a member, pursuant to Article 11, Section 5, may appeal to the Board of Directors for determination.



#### **Section 4 Officers**

The Club Officers shall be a President, a President-Elect, and a Vice-President, all of whom shall be members of the Board, and a Secretary, a Treasurer, who may or may not be members of the Board as the Bylaws shall provide.

#### **Section 5 Officers' Terms of Office**

- a. Each Officer shall be elected as provided in the Bylaws. 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.
- b. The President, the President-Elect and the Vice-President shall each serve a one-year term commencing July 1 each year. The expected and assumed Vice-President will become the President-Elect and the President-Elect will become the President.
- c. The Secretary and the Treasurer shall each serve 2 years terms commencing on July 1.
- d. Directors shall each serve 2-year terms commencing July 1 with one-half of the Directors to be elected or appointed each year.
- e. The Board will determine the number of Directors each year.
- f. No Director, nor a Secretary or a Treasurer shall serve more than 2 consecutive, 2-year terms without Board approval.
- g. Qualifications. Each Officer and Director shall be a member in good standing of this Club. The President-Elect shall attend the district Presidents-Elect training seminar and the district assembly, or they will not become President.

#### **ARTICLE 10 ADMISSION FEES AND DUES**

Every member shall pay an admission fee and annual dues as determined by the Board.

#### **ARTICLE 11 DURATION OF MEMBERSHIP**

##### **Section 1 Period**

Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

##### **Section 2 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.

##### **Section 3 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 the Board with not less than two thirds of the Board members, at a meeting called for that purpose. The guiding principle for this meeting shall be Article 11, Sections 2 and 3 and The Four-Way Test (Article 3).

- 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 made in accordance with Article 14.

#### **Section 4 Right to Appeal Termination**

- a. Notice. Within seven (7) days after the date of the Board's decision to terminate membership, the Secretary shall deliver 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 Board.
- 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 Board meeting to be held within twenty-one (21) days after receipt of the notice of appeal. Only Board members shall be present when the appeal is heard.
- c. Appeal. If an appeal is taken, the action of the Board shall be final and binding on all parties.

#### **Section 5 Board Action Final**

Board action shall be final, subject to rights of appeal in Article 9, Section 3.

#### **Section 6 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 7 No Proration of Membership Dues**

Any person whose Club membership has been terminated in any manner is not entitled to any refund of any membership dues for the current Rotary year.

#### **Section 8 Temporary Suspension**

Notwithstanding any provision of this constitution, if in the opinion of the Board credible accusations have been made that a member has refused or neglected to comply with the rules, regulations or Bylaws of the Club or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, in the Board's discretion may temporarily suspend a member while undertaking an investigation.

### **ARTICLE 12 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 the proper subject 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 remain neutral with respect 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.

### **ARTICLE 13 ACCEPTANCE OF OBJECT AND COMPLIANCE WITH CONSTITUTION AND BYLAWS**

By payment of an admission 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 of them.

### **ARTICLE 14 INTERPRETATION FOR CONTACTING MEMBERS**

Throughout these 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 15 AMENDMENTS**

#### **Section 1 Manner of Amending**

Except as provided in Section 2 of this Article, this constitution and the Bylaws may be amended only at the AGM or at a special meeting called specifically for that purpose.

#### **Section 2 Amending name and location of Club**

First page of the constitution (Name), and Article 21 (Locality of the Club), may be amended at any regular meeting of this Club, a quorum being present by the affirmative vote of not less than two-thirds of all voting members present at voting, provided that notice of such proposed amendment shall have been mailed to each member at least twenty one (21) days before such meeting, and provided further, that such amendment shall be submitted to the Board of Directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the Board of Directors of RI regarding the proposed amendment.

#### **Section 3 Notwithstanding Clause**

Notwithstanding Sections 1 and 2 above, no amendment shall be legally effective until it has been duly presented and passed by a Special Resolution of the members of this Club, in accordance with the provisions of the Act.

### **ARTICLE 16 BOARD**

#### **Section 1 Governing Body**

The governing body of this Club shall be the Board consisting of the President, President-Elect, Vice-President, Secretary, Treasurer, and the Directors and the immediate past President.

## **Section 2 Board Meetings**

Meetings of the Board shall be held monthly or 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) Directors, with 48 hours notice.

## **Section 3 Quorum**

A majority of the Directors shall constitute a quorum of the Board.

## **Section 4 Debentures**

In order to carry out the purposes of the Club, the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures. A debenture must not be issued without the authorization of a special resolution.

## **Section 5 Payment Approval**

At any regular meeting of the Board, the Board may, without the prior approval of the Club, pass for payment, accounts incurred in the regular operation of the Club for budgeted items as presented by the Treasurer.

## **Section 6 Maximum Expenditure Approval**

Except as above, no expenditure in excess of \$1,000.00 (or such other amount as may be made by the Club by ordinary resolution) may be made by the Board without obtaining approval of the Club.

## **Section 7 Borrowing Power**

The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

## **Section 8 Remove Directors**

The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

## **Section 9 Remuneration**

A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club except the Board may vote annually to pay a nominal monthly stipend to the President, the Secretary and/or the Treasurer.

## **ARTICLE 17 DUTIES OF OFFICERS**

### **Section 1 President**

The President presides at all meeting of the Club and of the Directors. The President is the Chief Executive Officer of the Club and must supervise the other Officers in the execution of their duties. The President is an ex-officio member of all committees.

### **Section 2 President Elect**

The President-Elect will do all things required to prepare to assume the role of President, including attend President Elect Training (PETS) and other duties as assigned by the Board. The President-Elect

will assist the President in the performance of their duties, and in their absence carry out the duties of the President.

### **Section 3 Vice President**

The Vice-President will assist the President-Elect and must carry out the duties of the President during the absence of both the President and the President-Elect.

### **Section 4 Secretary**

The Secretary must:

- conduct the correspondence of the Club,
- issue notices of meetings of the Club and Directors
- keep minutes of all meetings of the Club and Directors,
- have custody of all records and documents of the Club except those required to be kept by the Treasurer
- maintain the register of members,
- maintain the Policy and Procedures manual of the Club, and
- any other duties as prescribed by the Act.

### **Section 5 Treasurer**

The Treasurer must:

- keep the financial records, including books of account, necessary to comply with the Act and Income Tax Act,
- render financial statements to the Directors, members and others when required, and
- any other duties as prescribed by the Act.

### **Section 6 Officers and Directors**

Other duties of Officers and Directors shall be determined by the Board and recorded in the Policy and Procedures manual maintained by the Secretary.

## **ARTICLE 18 ELECTION OF OFFICERS AND DIRECTORS**

### **Section 1 Election Process**

- a. 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 Vice-President, Secretary, Treasurer, and Directors.
- b. The Board will be no less than five (5) and no more than ten (10).
- c. The nominating chair/committee shall consult with the President Elect on the nominees.
- d. 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 use a nominating committee, such committee shall be appointed as the Club may determine.
- e. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual General Meeting.
- f. The candidates for Vice President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices.
- g. The candidates for Director receiving the majority of the votes shall be declared elected as Directors.

- h. The candidate for Vice President elected in such balloting shall be the Vice President commencing July 1st; the current Vice-President will become the President Elect; both will serve as a Director for the year commencing on the first day of July next following the election, and the President Elect shall assume office as President on 1 July in the year immediately following that year.

## **Section 2 Vacancy of Board or Incoming Positions**

A vacancy in the Board or any Officer or Officer-elect or Director-elect shall be filled by action of the remaining Directors.

## **ARTICLE 19 NOTICE TO MEMBERS**

### **Section 1 Notice to Members**

A notice may be given to a member, either personally or by mail to the member at the member's registered address.

### **Section 2 Deemed Date for Mail**

A notice sent by mail is deemed to have been given on the second day following the day on which the notice was sent.

### **Section 3 Notice to All Members**

Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

### **Section 4 No Other Person**

No other person is entitled to receive notice of a general meeting.

## **ARTICLE 20 GENERAL MEETINGS**

### **Section 1 Annual General Meeting**

An Annual General Meeting of this Club shall be held not later than 31 December each year at which time the election of Officers and Directors to serve for the ensuing year commencing the following July 1 shall take place provided that notice of such meeting shall have been mailed to each.

### **Section 2 Special Meetings**

Special meetings of members may be called by the Board at any time on ten (10) days' notice to all members.

### **Section 3 Quorum**

One-third of the membership (present in person or by ballot) shall constitute a quorum at the Annual General or special meetings of this Club.

### **Section 4 Resolutions and Motions**

No resolution or motion shall be considered until the Board has considered it. Such resolutions or motions shall be referred to the Board without discussion.

### **Section 5 Resolution**

Subject to Article 20, Section 4, a resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

### **Section 6 One Vote**

A member in good standing present at a meeting of members is entitled to one vote, except for Honorary members.

### **Section 7 Method of Voting**

Voting is by show of hands, ballot, or electronic voting, as determined by the Board.

### **Section 8 Proxy**

Voting by proxy is not permitted.

### **Section 9 Tie Vote**

In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

## **ARTICLE 21 AFFILIATED SOCIETY**

### **Section 1 Society**

The Club shall maintain an affiliated society incorporated under the Act for charitable purposes on September 29, 1992 under number S29587, namely Rotary Club of Kelowna Sunrise Charitable Society.

### **Section 2 Voting Members**

The voting members of the said affiliated society shall be such members from time to time of the Board of Directors and/or other members in good standing of the Club as may from time to time be appointed by the Board of Directors of the Club.

### **Section 3 Secretary**

The Secretary of the Club shall be the Secretary of the said affiliated society and shall be responsible for making all filings required by the Act.

### **Section 4 Treasurer**

The Treasurer of the Club shall be the Treasurer of the said affiliated society.

### **Section 5 Directors**

Any other Directors or Officers of the said affiliated society shall be elected annually by the voting members of the said affiliated society from within their own ranks.

## **ARTICLE 22 WINDUP**

This Club shall be operated without purpose of gain for its members; any profits or assets or accretions to this Club shall be used in promoting its Object as stated in the constitution. In the event of any winding up or dissolution of this Club, all assets of this Club remaining after all debts have been paid or provision for such payment has been made, shall be paid, transferred and delivered to such other Rotary Clubs within District 5060 of Rotary International as are located within British Columbia,

and as may be designated as the recipients of any or all such assets by this Club in conjunction with the duly authorized representative of the aforesaid District 5060. THIS ARTICLE IS UNALTERABLE.

**ARTICLE 23 LOCALITY OF THE CLUB**

The locality of this Club is as follows: The City of Kelowna, British Columbia, Canada.

**ARTICLE 24 BYLAWS**

This Club shall adopt Bylaws not inconsistent with the constitution and Bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this Club. Such Bylaws may be amended from time to time as therein provided.