**Bylaws of the Medicine Hat Sunrise Rotary Club – Revised**

**Article 1 Definitions**

Club: The members of the Medicine Hat Sunrise Rotary Club.

Officers: The officers of the club are the president, past-president, treasurer,

and secretary.

Member: A member of the Sunrise Rotary Club.

RI: Rotary International.

Year: The twelve-month period that begins on July 1.

**Article 2 Members**

Section 1 Classification of Membership

* General membership is open to any individual who is 18 years of age or older, completes the membership application, is approved by the membership, and pays the annual membership fee.
* Honorary membership is conferred upon individuals by the club for giving long and/or outstanding service to the club.

Article 13 of the Bylaws sets out the process for the election of new members.

Section 2 Rights and Privileges of Members

Any member in good standing is entitled to:

* Receive notice of the regular or special meetings of the club
* Attend and speak at the meetings of the club
* Vote on club business
* Exercise the other rights and privileges given members in these bylaws.

Section 3 Removal of Members

*Resignation*: any member may resign from the club by sending or delivering notice to the president of the club. Once the notice is received, the member’s name will be removed from the membership list.

*Death*: the membership of a member is ended upon his/her death. The member’s name will be removed from the membership list.

*Deemed withdrawal*: if a member has not paid the annual membership fees within three months following the date the annual membership fees are due, the member is considered to have submitted their resignation. The member’s name will be removed from the membership list.

*Expulsion*: the club may, by Special Resolution at a special meeting called for such a purpose, expel any member for conduct that is deemed by the members to be detrimental to the club. The club’s decision is final. The member’s name will be removed from the membership list.

**Article 3 Election of Officers**

Section 1 At a regular meeting at least one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president. President-elect, secretary, and treasurer to fill upcoming vacancies. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the meeting. The candidates for president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The offices take effect on July of the year.

Section 2 The officers so elected, together with the immediate past president, shall constitute the Officers of the club. They shall elect or appoint one member of the club to act as sergeant-at-arms.

Section 3 A vacancy of an office outside of the normal election period shall be filled by action of the remaining members.

**Article 4 Duties of Officers**

Section 1 President(s): it shall be the duty of the president or one of the co-presidents to preside at meetings of the club and to perform other duties as ordinarily pertain to the office of president.

Section 2 President-elect: it shall be the duty of the president(s)-elect to perform such duties as may be prescribed by the president or the club.

Section 3 Past-president: it shall be the duty of the past-president(s) to preside at meetings of the club in the absence of the president(s) and to perform other duties as ordinarily pertain to the office of past-president(s).

Section 4 Secretary: it shall be the duty of the secretary to keep membership records; record and preserve the minutes of meetings; report as required to RI, including the semi-annual reports of membership on January 1 and July 1 of each year, and prorated reports on October 1 and April 1 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; report changes in membership; submit the annual Societies report to the provincial government; and perform other duties as usually pertain to the office of secretary.

Section 5 Treasurer: it shall be the duty of the treasurer to have custody of all funds, accounting for them to the club regularly; and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and any other club property.

Section 6 Sergeant-at-Arms: the duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president.

Remuneration of Officers

Officers will not be remunerated for their services, except for payment of reasonable expenses they may incur as officers. Reasonable expenses shall include receipted out of pocket expenses actually incurred in the conduct of club business. Any expense claimed by an officer must be submitted in writing, using the cheque requisition form, and subject to club review.

Removal of Officers

An officer may be removed in one of the following circumstances:

*Resignation*: any officer, including the president, may resign by sending or delivering notice to the club. The resignation takes effect either at the end of the notice period or on the date the club accepts the resignation, whichever is earlier.

*Death*: the office of an officer, including the president, is ended upon his/her death.

*Expulsion*: any officer, including the president, may by a majority of votes, fifty percent plus one, of the members present at a special meeting called for such a purpose, be expelled from the office.

**Article 5 Meetings**

Section 1 Annual meeting; an annual meeting of the club may be held on the first Tuesday in December or January in each year, at which time the election of officers to serve for the ensuing year shall take place.

Section 2 Regular meetings: the regular meetings of the club shall be held on the first and third Tuesday of each month. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section3 Quorum: one-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4 Special meetings: special meetings of the club may be called by the president, whenever deemed necessary, or upon request of two members, due notice having been given.

Section 5 Due notice: due notice shall be two calendar days prior to scheduled meetings and can be given by means of email, text messages, or telephone.

**Article 6 Fees and Dues**

The membership dues shall be determined by the club each year and will be payable annually. Annual dues are subject to change and are payable within 60 days of the first of July.

**Article 7 Method of Voting and Voting Rights**

Section 1 Voting members: general members and honorary members, in good standing, can vote at the annual and regular meetings of the club.

Section 2 Number of Votes: each voting member in good standing has one vote.

Section 3 The business of the club shall be transacted by show of hands, of by way of electronic voting by email or text message. The club may determine that a specific resolution be by ballot rather than by show of hands or by way of electronic voting. Results of all voting actions of the club shall be duly recorded in the recap of the business meeting following the vote.

**Article 8 Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of the club. They are Club Service, Vocational Services, Community Service, and International Service. The club may be active in each of the four Avenues of Service.

**Article 9 Attendance**

Leave of Absence: upon written application to the president, 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. Annual dues are applicable during the leave of absence.

**Article 10 Finances**

Section 1 Prior to the beginning of each fiscal year, the treasurer 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 club. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 The treasurer shall deposit all club funds in a bank or approved financial institution, named by the club. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers.

Section 4 Each year a member appointed by the club shall conduct a thorough review of all financial transactions during the previous year. This shall be completed by December 31 of the current Rotary year.

Section 5 Officers having charge or control of club funds shall give bond as required for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 The fiscal year shall extend from July 1 to June 30, and for the collection of members’ dues may be divided into two semi-annual periods extending from July 1 to December 31 and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Borrowing money

For the purpose of carrying out its objective, the club may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issuance of debentures, but this power shall be exercised only under the authority of the club, and in no case shall debentures be issues without the sanction of a Special Resolution at a special meeting called for such a purpose.

**Article 11 Election of New Members**

Section 1 The name of a prospective member, proposed by an active member of the club, shall be submitted to the club in writing. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

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

Section 3 The club shall approve or disapprove the proposal within thirty days of the submission and shall notify the proposer of its decision.

Section 4 If the decision of the club is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name to be published to the club.

Section 5 If no written objection to the proposal, stating reasons, is received by the club from any member within seven 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, the club shall vote on this matter at the 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 new member’s induction, membership ID, and new member Rotary literature. In addition, the secretary will report the new member information to RI and the president will assign a member to assist with the new member’s assimilation to the club.

Section 7 The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the club.

**Article 12 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the club has considered it.

**Article 13 Order of Business**

Meeting called to order

Introduction of visitors

Address or other program features

Announcements and Rotary information

Reports

Any unfinished business

Any new business

Adjournment

**Article 14 Dissolution**

Upon dissolution of the club all assets shall be liquidated. Any casino account regulated under the Alberta government shall be refunded to the government. Any other assets shall be liquidated and donated to the Rotary Foundation with all accounts being closed. The records of the club’s final year will be the responsibility of the last serving president and shall be held by him/her for seven years.

**Article 15 Indemnification of Officers**

Section 1 Personal liability of officers: an officer shall not be personally liable for monetary damages for any action taken, or any failure to take any action, at an officer unless the officer has breached or failed to perform the duties of his/her related to standard of care and justifiable reliance; and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Moreover, this limitation of liability will not extend to criminal activity or fraud.

Section 2 Indemnification: the club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, including actions by or in the right of the club, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an officer of the club, or is or was serving while an officer of the club, against expenses (including legal fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding to the full extent permissible under Alberta law.

Section 3 Insurance: the club shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the club would have the power to indemnify him/her against such liability under the provisions of these bylaws.

Auditing the Books

The books, accounts, and records of the club shall be audited at least once a year by a member elected for that purpose by the club. A complete and proper statement of the standing of the books for the previous year shall be submitted, and signed, by such auditor to the club. The fiscal year of the club shall be July 1 to June 30.

Inspecting Books and Records

The secretary will be responsible for preparing and keeping minutes of the proceedings of the meetings: regular, business, and special.

The treasurer will be responsible for keeping proper books of accounts and financial records for the club.

All minutes, records, and financial books of the club shall be available to any member in good standing for inspection as recorded in the club website.

**Article 15 Amendment of Bylaws**

All matters relating to the bylaws, objectives, or borrowing powers of the club shall be done by Special Resolution at an annual general meeting or at a special meeting of the club.

Public notice of a Special Resolution shall be given by notice to the members by email or text message at least 21 days prior to the date of the special meeting or general meeting at which the Special Resolution is to be introduced,

Such Special Resolution shall require the consent of at least 75% of the members of the club entitled to vote.