**Bylaws of the Rotary Club of**

**Medicine Hat Sunrise**

Article I Definitions

1. Board: The Board of Directors of this club.

2. Officers: The officers of the club are the president, past-president, treasurer, and secretary.
3. Director: A member of the club's Board of Directors.
4. Member: A member, other than an honorary member, of the club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of the club shall be the board consisting of nine (9**)** members of this club, namely, four (4**)** directors elected in accordance with article 3, section 1, of these bylaws, and the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and 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, treasurer, and four (4**)** directors to fill upcoming vacant positions. 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 annual 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 four (**4)** candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director 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 that year. The president-nominee shall take the title of president-elect upon the election of a successor.

**Section 2 –** The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall elect or appoint one member of the club to act as sergeant-at-arms.

**Section 3 –** A vacancy in the board or any office outside of the normal election period shall be filled by action of the remaining directors.

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

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 the board and to perform other duties as ordinarily pertain to the office of president.

**Section 2 –** *President(s)-elect*. It shall be the duty of the president(s)-elect to serve as a director(s) and to perform such other duties as may be prescribed by the president(s) or the board.

**Section 3 –***Past-President(s)*. It shall be the duty of the past-president(s) to preside at meetings of the club and the board 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 attendance at meetings; record and preserve the minutes of board and business meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports 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 semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; 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 annually and at any other time upon demand by the board, 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, or 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 or the board.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the **first Tuesday in December** in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on **Tuesdays at 7:15 AM**.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution) in good standing in this 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 standard Rotary club constitution, article 9, sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held each month. The board normally does not meet in December and June. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given. Members will be given due notice on actions arising from board meetings that require the club membership to vote upon prior to the next regular meeting of the club.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Section 6 – Due notice shall be seven (7) calendar days prior to scheduled meetings and can be given by means of email, phone call and through the club bulletin.

Article 6 Fees and Dues

Section 1 – The membership dues shall be $225 per annum, payable annually. Annual dues are subject to change and are payable within 60 days of the first of July. Payments may be made in two installments, July ($125) and January ($100).

Article 7 Method of Voting

The business of this club shall be transacted by show of hands except 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 show of hands. Results of all voting actions of the club members shall duly be recorded in the recap of the business meeting following the vote.

Article 8 Four Avenues of Service

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

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service and the club’s current strategic plan. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for two years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing directors to be committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

* Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
* Vocational: This committee should develop plans and implement annual budgets regarding programs targeted at youth.
* Community: This committee should develop plans and implement annual budgets regarding programs targeted at the community at large.
* International: This committee should develop plans and implement annual budgets regarding programs targeted at international projects and that exemplify and support the Rotary Foundation.
* Club Service: This committee should develop plans and implement annual budgets regarding issues that effect the operation of the club and the improvement of club fellowship.

Additional ad hoc committees may be appointed as needed.

(a) The president shall have the right to be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made 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.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 Attendance

**Section 1** – *Club Expectations*: The club expects members to adhere to article 12, section 4 of the Constitution of the Rotary Club of Medicine Hat Sunrise as far as attendance expectations. Understanding that a member may be unable to achieve this target due to time issues an annual attendance review shall be conducted in July of each Rotary year.

Section 2 – *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. Annual dues are applicable during the leave of absence.

Article 12 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 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 board. 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 or directors.

**Section 4 –** Each year two current members appointed by the board shall conduct a thorough review of all financial transactions during the previous Rotary year. This shall be completed by December 31st of the current Rotary year.

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

**Section 6 –** The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official 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 13 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 board in writing, through the membership committee chair. 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 board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3 –** The board shall approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposer, through the membership committee chair, of its decision.

**Section 4 –** If the decision of the board 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 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 membership committee chair, working with the president, shall arrange for the new member's induction, membership card, 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 as well as assign the new member to a club project or function.

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

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 Order of Business

Meeting called to order.

Introduction of visitors.

Address or other program features.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Adjournment.

**Article 16 Dissolution**

Upon dissolution of the club all assets shall be liquidated. Any casino account regulated under the Alberta Gaming and Liquor Control board 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 will be held by him/her for seven (7) years.

**Article 17 Indemnification of Officers and Directors**

**Section 1** – *Personal Liability of Officers and Directors*: An officer/director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as an officer/director unless the officer/director 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 Rotary Club of Medicine Hat Sunrise 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 a officer/director of the club, or is or was serving while an officer/director 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 Rotary Club of Medicine Hat Sunrise shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer/director, employee, or agent of the club, 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

Article 18 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been provided to each member via regular mail, e-mail or fax, 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 standard Rotary club constitution and with the constitution and bylaws of RI.