## Bylaws of Rotarel Inc, and The Rotary Club of The Pas

The official name for business purposes is Rotarel Inc o/a The Rotary Club of the Pas

**Registered Office**

The Head office of the corporation will be in The Pas, Manitoba or at such other place in the Province of Manitoba shall be determined by the Board of Directors.

**Seal**

The seal of the corporation shall be in the form impressed hereon and shall be kept at the Head Office of the corporation or with a designated officer.

**Territory**

The area which the activities of the corporation shall be carried on, shall be within the Province of Manitoba.

**Board of Directors Powers**

The Government and management of the corporation shall be vested in a Board of Directors.

**Article 1 Definitions**

1. Board: The Board of Directors (Executive) of this club.

2. Director: A director on this club’s board.

3. Member: A member, other than an honorary member, of this club.

4. 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.

5. RI: Rotary International.

6. Year: The 12-month period beginning 1 July.

**Article 2 Board**

The governing body of Rotarel Inc. and The Rotary Club of The Pas is its Board of Directors (Executive); consisting of, at a minimum, the president, immediate past president, president-elect, secretary, treasurer, and up to five directors.

If the Rotary Club has a Satellite club; two members may serve as directors of this board.

**Article 3 Elections and Terms of Office**

Section 1 —One month before elections, members nominate candidates for president, vice president, 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 their 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:

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| --- | --- |
| President — | one year (by agreement of the board, may extend one additional year) |
| President Elect— | One year |
| Treasurer — | 3 three years |
| Secretary — | 3 three years |
| Sergeant-at-arms — | n/a |
| Director — | 3 three years |

These terms may be extended by agreement of the board.

Qualifications

No person shall be qualified for election as a Director if that person:

(a) is not an individual;

(b) is less than eighteen (18) years of age;

(c) is not a member of a Rotary Club;

(d) does not have the power under law to contract;

(e) is of unsound mind, as found by a court in Canada or elsewhere;

(f) has the status of a bankrupt, or suspends payments, or makes a compromise, with the person's creditors

The election process may be eliminated should there be an agreement of an individual to take a certain position with no objections from the board or club members.

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**Article 4 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 —A director attends club and board meetings.

Section 5 —The secretary keeps correspondence, minutes, membership and attendance records.

Section 6 —The treasurer oversees all funds and provides an accounting of them. The Treasurer shall report to the Board of Management as required.

Section 7 —The sergeant-at-arms is chosen by the President each week. Duties will include: greetings, 50/50 drawings. Fines, and Happy bucks.

For further information of specific duties of the officers: see the Rotary leadership manuals and/or the District Manual of Procedure.

**Article 5 Meetings**

Section 1 —An annual meeting of this club is held no later than 1 June. Officers and directors who will serve for the next Rotary year should be named by January 31.

Section 2 —This club meets: ­­­Tuesdays at 12:00 PM or 7:00PM\_. 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. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

**Article 6 Dues**

Annual club dues include **RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, insurance, and any other Rotary or district per capita assessment. Dues are paid to the Treasurer according to the methods set out by the Treasurer.**

**Article 7 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. The board may also provide a ballot for a vote on some resolutions. Under special situations, a vote may be held via email.

On matters affecting the operation of the corporation and club, votes must be received from 2/3 (two thirds) of the present membership. In the case of electronic voting; a minimum of 7 (seven) days must be allowed before a count can be made.

A record of these emails must be kept with the minutes for the vote.

Robert’s Rules of Order will be used: Motion, seconder, read motion, discuss, vote.

**Article 8 Committees**

Section 1 —This club’s committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution.

Section 2 —The president is an ex officio member of all committees.

Section 3 — 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 Finances**

Section 1 — Before each fiscal year starts, the President Elect and the Treasurer prepare an annual budget of estimated income and expenditures for presentation to the board. The board approves the budget and then presents it to the club members for a vote to accept. This will be done at a regular club meeting. The budget should be emailed or given to the members at least one week prior to the general meeting that will see the reading of the budget.

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 (Rotary Club of The Pas) and one for the corporate account (Rotarel Inc.). There may be additional accounts within the above accounts to simplify the accounting, lottery and banking regulations.

Monies not required for immediate use may be held in revenue producing form approved by the Board of Management.

Section 3 — Bills are paid by the treasurer. All methods of payment require two signatures or written approval of a second person with signing authority.

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. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

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

Section 7 – The Board of Management has the right to approve expenditures of up to One Thousand dollars without a vote from the membership.

Section 8 – Remuneration of members is not allowed. Expenses incurred may be claimed and reimbursed by approval of the executive. Expenses should be approved prior to the expenditure by the executive. Expenses should be reimbursed according to the District 5550 policy.

**Article 10 Method of Electing Members and membership**

Section 1 — A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members. The proposed member’s name must be read out loud to the club members at a regular meeting. This must be done three consecutive times. Should anyone object to this person becoming a member; a written statement stating the reason must be given to the Executive.

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.

Section 4--Membership shall be composed of persona interested in the objects of the corporation and who have paid such fee as is prescribed by the Board of Management.

Section 5 --Honorary members may be appointed by the Board of Management in recognition of services rendered to the corporation. The term of membership shall be at the discretion of the Board of Management. An Honorary member shall have no voting power.

Section 6-- Lifetime Membership Criteria and award protocol

1. The member will have had 40 continuous years of membership in good standing with the Rotary of The Pas
2. The member will have been deemed to have demonstrated his/her commitment to the Rotary motto “Service above Self” through a unanimous show of hands by the regular members immediately prior to the awarding of the certificate.

Section 7—members must attend a minimum of fifty percent of the meetings for The Rotary Club of The Pas. Attendance at a board meeting or Rotary event will be deemed as attendance at a regular meeting.

An exception to this would be a “leave of absence” which had approval of the board. This includes members travelling for winter months. All dues are to be paid in full during a leave of absence due to RI and District policy and insurance.

**Article 11 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

**Meeting and Quorum**

The Board of Directors shall meet as required during each year at such times and places it may determine or at the discretion of the Chairperson or in their absence, one of the other Directors. A quorum of the Board of Directors shall be the majority of the membership thereof.

The Board meetings of the Board of Directors for Rotarel Inc and The Rotary Club of The Pas may coincide.

**Vacancies**

Vacancies occurring in the Board of Directors may be filled by the remaining members until the next annual meeting.

**Special Meetings**

A special meeting may be called by the Chairperson or the Director of the Board and shall be called on the requisition in writing of any five members; In every such requisition and the notice of meeting a statement shall be made of the definite purpose for which such meeting is called; No business other than that mentioned in the notice shall be transacted at such meeting; unless by unanimous vote of those present.

**Signing Officers**

All cheques issued by Rotarel Inc. or The Rotary Club of The Pas shall be signed by two persons as may be authorized by resolution of the Board of Directors. In the case of electronic money transfers there must be two authorized signing officers involved by written transmission.

**Amendments**

No alterations or amendments in the by-laws shall be made except by a vote of at least two thirds of the members present at an annual or special general meeting, the notice of which is specified for the proposed alteration.

**Meetings**

All procedure at meetings where not regulated herein shall follow Robert’s Rules of Order.

The original by-laws were duly adopted at a meeting of the members of ROTAREL INC. on July, 1969, at The Pas, Manitoba

This revision was Moved, Seconded, voted on, and accepted in\_\_\_\_\_\_ of 2021

President\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Secretary\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Treasurer\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_