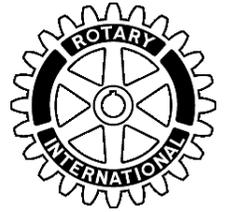




ROTARY CLUB BYLAWS



Bylaws of the Rotary Club of Thunder Bay [Lakehead] - 21827
 [By-laws last amended: May, 2023]

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Bylaws of the Rotary Club of Thunder Bay [Lakehead]

Article 1 Definitions

1. Board: The board of directors 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 this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer plus six (6) directors.

Article 3 Elections and Terms of Office

Section 1 -- One month before elections, members nominate candidates for 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:

President	one year
Secretary	one year
Treasurer	one year
Director	2 years

The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.

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 membership and attendance records and takes minutes of meetings

Section 6 -- The treasurer oversees all funds and provides an accounting of them.

Section 7 -- Board members may perform additional duties as assigned.

Article 5 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:

Bi-weekly on Thursdays at 7:30 a.m. at either the Georgian Room of St. Joseph's Heritage or the Regional Food Distribution Association building.

Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Meetings may be hybrid with some members attending in person while others may attend online i.e., ZOOM

Section 3 -- Board meetings are held on the 3rd Wednesday of each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

The Standard Rotary Club Constitution requires club bylaws to include article 5, section 2.

Article 6 Dues

Section 1 -- Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. The membership dues shall be set by the Board at its meeting in April and dues are payable by the first day of July. Dues may be paid semi-annually on the first day of July and first day of January. Dues paid by credit card may be subject to an additional fee determined by the Board each year.

Article 7 Method of Voting

Section 1 -- 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 [unless a candidate is acclaimed]. The board may also provide a ballot for a vote on some resolutions.

Section 2 -- Members attending meetings virtually and directors attending board meetings virtually shall be able to vote by show of hands or online message conveyed during the meeting.

Section 3 -- Directors may be called on to consider and vote on an urgent matter between board meetings. A motion that is duly moved and seconded may be emailed to the directors with a vote to be returned by email within 3 days following the notice to the directors. The Secretary will include this motion and voting results in the minutes of the first regular board meeting following the online vote.

Article 8 Committees

Section 1 —This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as other committees appointed by the board:

Club Service

Membership

Community Service

International Service

Vocational Service

Foundation

Section 2 -- Additional committees may be appointed by the board from time to time.

Section 3 -- The president is an ex officio member of all committees.

Section 4 -- 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.

Section 5 -- Except where special authority is given by the board, committees shall not take action until a report has been made and approved by the board. The president or the board shall refer additional business to a specific committee as needed.

Section 6 -- Each committee chairperson shall be responsible for their committee meetings and activities of their committee; shall supervise and co-ordinate the work their committee; and shall report to the Board on all committee activities as required by the board.

Article 9 Finances

Section 1 -- Before each fiscal year starts, the board shall approve an annual budget of estimated income and expenditures. The treasurer shall prepare the proposed budget for the board to consider.

Section 2 -- The treasurer deposits club funds in a financial institution or institutions designated by the board.

Section 3 -- Bills are paid by the treasurer or another authorized officer designated by the board.

Section 4 -- Cheques and e-transfers will be issued under the signature of the treasurer and one other officer designated by the board whose signing authority is maintained at the club's financial institution.

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 10 Method of Electing Members

Section 1 -- A member may sponsor a candidate for membership to the board and the membership committee.

Section 2 -- A member of another club may transfer to this club subject to approval of the board and evidence that this applicant's membership has been terminated by the former club.

Section 3 -- The board shall approve or reject a candidate's membership application within 30 days and shall notify the membership candidate of its decision.

Section 4 -- If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 -- If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 -- The club may elect honorary members proposed by the Board.

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 supporting 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.