

# **Bylaws of the Rotary Club of Goderich**

## **Article 1 Definitions**

1. Board: The club's board of directors
2. Director: A member of the club's board of directors.
3. Member: A member of the club, other than an honorary member
4. Quorum: the minimum number of participants who must be present when a vote is taken:  
One-half of the club's members for the club decisions and a majority of the directors for club board decisions
5. RI: Rotary International.
6. Year: The twelve-month period that begins on July 1st.
7. Foundation: Goderich Rotary Charitable Foundation

## **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 and five additional directors.

## **Article 3 Election of Directors and Officers**

**Section 1** – One month before elections, members nominate candidates for president elect, secretary, treasurer, and any open director positions. Should the President decide to remain for a second one year term the president elect and the immediate past president may also elect to remain for a second one term. In this case elections would not be open for the president- elect position. 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 his or her 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 and may elect a second term

President-elect – one year and may elect a second term

Immediate Past president – one year and may elect a second term

Secretary – one year and may stand for reelection

Treasurer – one year and may stand for reelection  
Director – one year and may stand for reelection

#### **Article 4 Duties of Officers**

**Section 1 – *President*** - It will be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertains to the office of president.

**Section 2 – *President-elect*** - It will be the duty of the president-elect to serve as a director, and to preside at meetings of the club and the board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – *Secretary*** - It will be the duty of the secretary to keep membership records; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI and perform other duties as usually pertain to the office of secretary.

**Section 4 – *Treasurer*** - It will be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board; and to report as required to RI, the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; and collect and remit RI official magazine subscriptions; 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 account, or any other club property.

**Section 5 – *Immediate Past President*** - It will be the duty of the immediate past president to serve as a director and to provide and perform such other duties as may be prescribed by the President or the Board. As well as providing continuity to the Board, the immediate past president shall be liaison with the board of the Goderich Rotary Charitable Foundation.

#### **Article 5 Meetings**

**Section 1** – An annual meeting of this club will endeavor to be held on the second Tuesday of December but no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

**Section 2** – The club meets as follows: regular weekly meetings shall be held on Tuesday at 12:15 p.m. until 1:15 p.m. 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 with a minimum of 10 meetings held per year. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

**Section 4** – A majority of the directors shall constitute a quorum of the board.

### **Article 6 Dues**

Annual club dues shall be as approved by the majority of the membership present at the annual general meeting of the club or at a special general meeting held for this purpose. They are paid as follows: semi annually July 1 and January 1. Annual club dues include RI per capita dues, a subscription of The Rotarian or a Rotary regional magazine, general liability insurance coverage, district per capita dues, club fees, ClubRunner fees and any other Rotary or district per capita assessment.

### **Article 7 Method of Voting**

The business of this club shall be conducted by *voice* vote or show of hands except In the case of a contested election when there are more candidates than available positions on the board then voting will be by ballot. The board may also provide a ballot for a vote on some resolutions.

### **Article 8 Guiding Principles**

It is the responsibility of each member of the club to be familiar with and practice the Guiding principles of Rotary. The purpose of the club is to pursue the Object of Rotary, apply the Four-way test to personal and business relationships, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary, contribute to The Rotary Foundation, and to develop leadership skills beyond the club level.

### **Article 9 Committees**

**Section 1** - Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing 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.
  
- Club Public Image  
This committee should develop and implement plans to provide the public with

information about Rotary and to promote the club's service projects and activities.

- **Club Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Service Projects**  
This committee should develop and implement educational, humanitarian, and Vocational and International projects that address the needs of its community and communities in other countries. The committee should develop and implement activities to raise funds to support the service projects undertaken by this club.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary International Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

**Section 2** - The president is an *ex officio* member of all committees and, as such, has all the privileges of membership.

**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. 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.

### **Article 10 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve (12) months.

### **Article 11 Termination of Membership**

**Section 1 – Resignation** - A member desiring to resign their membership should submit their notice in writing to the board through the Secretary. Financial obligations for dues and meals are to be paid up to date and will cease on the date the notice is received by the board.

**Section 2 - Non-Attendance** - The Board may determine that an active member who fails to attend this club's regular meetings, or make-up meetings at another club or participate in district events, or fails to engage in this club's service projects, events and activities at a level of frequency that develops acquaintance with the membership, that supports club/district/Rotary activities, and strengthens the club in its mission and goals, as failing to fulfill the purpose and principles of this club. The member will be notified in writing of the board's decision and of the date of termination of membership.

**Section 3 - Non-Payment of Dues** - Any member failing to pay dues in a timely manner, as determined by the board, shall be notified in writing that if dues are not paid on or before a specified date, that membership will be terminated, subject to the discretion of the board.

**Section 4 - Other Causes** 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, such as failure to meet the high ethical standards that one should hold as a Rotary member as found in the Four Way Test, by a vote of the majority of the board members present and voting, at a meeting called for that purpose. The member should be given at least ten (10) day's 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.

**Section 5 - Temporary Suspension** - If in the opinion of the board, credible accusations have been made that a member has refused or neglected to comply with the constitution or bylaws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club, and the accusation, if proved, constitutes good cause for termination, the board, by a vote of the majority of the board may temporarily suspend the member for a period no longer than is reasonably necessary pending the outcome of a matter.

**Section 6 – Reinstatement** - The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club, provided such person's membership was in good standing at the time of termination.

## **Article 12 Finances**

**Section 1** – Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures, which stands 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, 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 and another authorized officer once approved and agreed to by one other officer or director as evidenced by their initial or signature.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – Club members will receive an annual financial statement of the club.

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June,

## **Article 13 Method of Electing 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 club secretary. 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 approve or reject the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

**Section 3** – If the board approves the candidate's membership, the prospective member is invited to join the club.

**Section 4** – Existing active members have the opportunity to provide a written objection to the proposal, stating reasons, and deliver the objection to the board within seven (7) days following publication of information about the prospective member. 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 shall be considered to be elected to membership.

**Section 5** – Following the election, the president shall arrange for the new member's induction, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's integration into the club as well as assign the new member to a club project or function.

**Section 6** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## **Article 14 Goderich Rotary Charitable Foundation Membership**

Upon induction into the Rotary Club of Goderich, the club secretary shall make immediate application for the new member into the Goderich Rotary Charitable Foundation. Such membership shall be deemed automatic unless the member is advised otherwise within 30 days by the Foundation board of directors. .

## **Article 15 Resolutions**

The club will 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 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by the affirmation vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed, emailed or otherwise transmitted by electronic means to each member 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 and the Rotary Code of Policies.

**Article 18 Borrowing By-Law**

BE IT ENACTED as a by-law relating to the borrowing powers of the Board of the Rotary Club of Goderich that:

1. The Directors shall from time to time:
  - a) borrow money on the credit of the Rotary Club of Goderich (the club);
  - b) issue, sell or pledge securities of the club;
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the club including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the club.
  
2. The powers hereby conferred will be deemed to be in supplement of any and not in substitution for any powers to borrow money for the purposes of the club possessed by its directors or officers independently of a borrowing by-law.

ADOPTED AT THE REGULAR MEETING ON THE \_2nd day of \_\_October\_\_\_\_, 2018\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**These By-Laws were last revised November 2013**