



GENERAL BY-LAW
ROTARY CLUB OF OSHAWA

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ARTICLE I: BOARD OF DIRECTORS AND OFFICERS

SECTION 1: BOARD OF DIRECTORS

The Board of Directors shall be composed of the President, the President-Elect, the immediate Past-President and six (6) Directors (one of whom shall be selected as President- Elect for the following year).

In addition, the Board may appoint the following officers for a one year term: a secretary, a treasurer and a sergeant-at-arms who need not be elected Directors but any of whom may be given voting rights during their term of office by resolution of the Board.

SECTION 2: NOMINATING COMMITTEE

- a) The Nominating Committee shall consist of the President, the President-Elect (who shall chair committee meetings) and three (3) other club members. Two (2) of the three (3) club members must have a minimum of Five (5) years of Rotary Club service.
- b) The Chair of the Nominating Committee shall call for nominations for the next year's Board of Directors from club members during the last meeting in September. This nomination period will be published in the bulletin twice (usually the last meeting in September and the first (1st) meeting in October). Nominations will be open until 4:00 pm on the third (3rd) Sunday of October. The Nominating Committee will determine the final slate of appropriate and qualified nominees.

For clarification, Past Presidents who are club members are eligible for nomination as candidates for election to the Board. The slate of nominees will be published in the bulletin for the third (3rd) and fourth (4th) meeting in November.

- c) The Chair of the Nominating Committee shall present to the October meeting of the Board of Directors a list of at least three (3) and no more than five (5) nominees. At least one (1) nominee must have a minimum of six (6) years of experience with the Rotary Club of Oshawa.
- d) The following members shall not have their names on the ballot:
 - i) The retiring President and the President-Elect (who automatically become board members in accordance with Section 1); and
 - ii) Any member who has belonged to the Club for less than one (1) year before the election; and

- iii) Any member who has served as a Director for four continuous years, unless such member has been off the Board of Directors for at least two years following a four-year term.

ARTICLE II: ELECTION OF DIRECTORS AND OFFICERS

SECTION 1: ELECTION OF DIRECTORS

- a) Election to the Board of Directors shall be by ballot and held at the Annual Meeting of the Club. Each member shall vote for no more than three (3) candidates, and the three (3) candidates receiving the highest number of votes, counted by scrutineers appointed by the President, shall be declared elected for a term of two (2) years.
- b) Any member expecting to be absent from the annual meeting of the Club may apply to the President-Elect or the appointed scrutineers for a ballot which must be completed and returned to them on or before the day of the election.

SECTION 2: SELECTION OF A PRESIDENT-ELECT FOR THE FOLLOWING ROTARY YEAR

Election of the President-Elect shall be made by ballot by club members at a Club meeting following the election of the three new Directors for that year. The names of any of the six (6) elected Directors who will be Directors for the next Club fiscal year and who are willing to stand for election as President-Elect, shall be on the ballot. Each member shall vote for no more than one (1) candidate. The Director who receives the greatest number of votes shall serve as the President-Elect for the designated term.

If there is only one candidate that is willing to stand for election as President-Elect, then such candidate shall serve as the President-Elect for the designated term without the need for the Club election.

SECTION 3: APPOINTMENT OF OTHER OFFICERS

At the first meeting of the new Board of Directors, the Directors may appoint a secretary, a treasurer and a sergeant-at-arms, who need not be Directors.

SECTION 4: A VACANCY ON THE BOARD

A vacancy within the Board of Directors or among the other officers shall be filled by resolution of the Board.

ARTICLE III: DUTIES OF OFFICERS

SECTION 1: PRESIDENT

It shall be the duty of the President to preside at meetings of the Club and the Board of Directors and to perform such other duties as ordinarily pertain to this office.

SECTION 2: PRESIDENT-ELECT

It shall be the duty of the President-Elect to preside at meetings of the Club and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office.

SECTION 3: SECRETARY

It shall be the duty of the Secretary or one of the Committees to keep the records of membership, record attendance at meetings, send out notices of meetings of the Club, the Board and Committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, report changes in membership to the Secretary of Rotary International and perform such other duties that usually pertain to this office.

SECTION 4: TREASURER

It shall be the duty of the Treasurer to have custody of all funds and to account for these funds to the Club annually and at any other time upon demand by the Board of Directors and to perform such other duties that usually pertain to this office. Upon retirement from office, he or she shall turn over to his or her successor or the President, all funds, books of accounts or any other Club property in his or her possession.

SECTION 5: SERGEANT-AT-ARMS

The duties of the Sergeant-At-Arms shall be to maintain order at Club meetings and such other duties that usually pertain to this office or that may be prescribed by the President or the Board of Directors.

ARTICLE IV: MEETINGS, ANNUAL AND BOARD

SECTION 1: ANNUAL MEETING

The annual meeting of the Club shall normally be held on the first Monday in December in each year or such other time as the Board of Directors shall determine, at which time the election of Directors to serve for the ensuing fiscal year shall take place.

SECTION 2: REGULAR MEETINGS

The regular weekly meeting of the Club shall be held on Mondays or at such other time or day as the Board of Directors shall determine by resolution; provided that, in an emergency or for good cause, the Board of Directors may:

- a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or to a different place, or
- b) cancel the regular meeting according to Article V, Section I, (c) of the Club Constitution.

Due notice of any such changes or cancellation of the regular meeting shall be given to all members of the Club.

SECTION 3: QUORUM FOR CLUB MEETINGS

One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

SECTION 4: BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held at the call of the President each month. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon the request of two members of the Board.

SECTION 5: QUORUM FOR BOARD MEETINGS

A majority of the Directors of the Board shall constitute a quorum of the Board of Directors.

SECTION 6: PARTICIPATION BY TELEPHONE OR ELECTRONIC MEANS

With the unanimous consent of all of the Directors present at or participating in the meeting, a Director may participate in a meeting of the Board or in a meeting of a committee of the Directors, by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed for the purposes of this Bylaw to be present at that meeting.

A consent pursuant to this provision may be given before or after the meeting to which it relates and may be a "blanket" consent relating to all meetings of the Board and or committees of the Board.

ARTICLE V: FEES AND DUES

SECTION 1: ADMISSION FEE

The admission fee shall be paid before an applicant becomes a member, with the exceptions noted in Article X of the Club Constitution.

SECTION 2: MEMBERSHIP DUES

The membership dues shall be paid annually on or before the first day of June. This payment shall include each member's subscription to "The Rotarian" magazine.

Note: New members shall pay pro-rated dues based upon the number of months left in the Rotary year. This policy does not apply to the admission fee.

ARTICLE VI: PROCEDURE FOR CONDUCTING MEETINGS

Procedure for conducting formal meetings of the Club, the Board of Directors, or Committees shall be in accordance with Roberts' Rules of Procedure, unless otherwise stated in the Constitution or Bylaws.

ARTICLE VII: COMMITTEES

SECTION 1: CLUB COMMITTEES

- a) Within the four general avenues of International, Community, Vocational and Club Service, various Committees shall conduct the service activities of the Club. From time-to-time, as deemed necessary, the Board of Directors may add, remove or modify Committees and their titles. Current Committees and their members are usually listed in the Club Roster.
- b) The President-Elect shall appoint the Committees and their Chairpersons for the following year. Also, one Director shall be appointed to each Committee for liaison with the Board of Directors.
- c) The President shall be an ex-officio member of all Committees, and, as such, have all privileges of membership.

SECTION 2: COMMITTEE TRANSACTION OF BUSINESS

Each Committee shall conduct business delegated to it by the President or Board of Directors. Except when specific authority is given by the Board, no Committee may take final action until approved by the Board of Directors.

ARTICLE VIII: FINANCES

SECTION 1: BANKING OF CLUB FUNDS

The Treasurer shall deposit all funds of the Club in a bank to be named by the Board of Directors.

SECTION 2: PAYING OF BILLS

Bills, duly approved by the appropriate Committee Chairperson or the Board of Directors, shall be paid only by cheques signed by any two of the President, the President-Elect, the Secretary or the Treasurer.

SECTION 3: COLLECTION OF MEMBERS' DUES, AND PAYMENTS

The fiscal year of the Club shall extend from July 1st to June 30th. Membership dues must be paid in advance by June 1st of each year prior to the commencement of the fiscal year.

SECTION 4: ANNUAL BUDGET

Prior to the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of the estimated income and estimated expenditures for the year, which, having been approved by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the Board of Directors.

ARTICLE IX: PROCEDURE FOR INDUCTING MEMBERS

SECTION 1: ACTIVE MEMBERS

- a) The name of a prospective member proposed by a member of the Club, or by the Members Committee or by any committee whose function is to increase membership in the Club, shall be submitted to the Secretary on a completed Application Form for New Members.
- b) The Application Form for New Members shall be completed in accordance with the Policy for New Members enacted by the Board of Directors and as amended from time to time.
- c) Any Applications for New Members must be submitted to the Board of Directors for approval.

SECTION 2: HONORARY MEMBERS

Honorary Members shall be reviewed and appointed at the beginning of each Rotary year by the Board of Directors.

ARTICLE X: RESOLUTIONS AND SUBSCRIPTIONS

SECTION 1: RESOLUTIONS TO THE CLUB

No resolution or motion to commit the Club on any matter shall be submitted to the Club until it has been presented to the Board of Directors which may or may not choose to submit it to the Club. The decision of the Board of Directors is final, subject only to appeal (Article IX, Section 3, of the Club Constitution).

SECTION 2: APPEALS FOR CHARITABLE OR OTHER SUBSCRIPTIONS

Any appeal to the Club, or its members as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this Article.

ARTICLE XI: DISSOLUTION

- a) Subject to the applicable provisions of subsection b) below, it is specifically provided that in the event of liquidation, dissolution or winding-up of the Club, after payment of its liabilities in accordance with the applicable legislation, all assets of the Club shall be distributed to one

or more Rotary Clubs and in accordance with the by-laws and procedures of Rotary International.

- b) It is specifically provided that in the event of liquidation, dissolution or winding-up of the Club, all of the assets and property held or acquired from the proceeds of a licensed lottery event shall be distributed to organizations eligible to receive lottery funds.

ARTICLE XII: AMENDMENTS TO THE BY-LAWS

These By-laws 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 has been announced to members at least ten (10) days before such meeting. No amendment or addition to these By-laws may be made which is not in harmony with the standard Club Constitution and the Constitution and Bylaws of Rotary International.

All previous General By-laws of the Club, as amended, are hereby repealed upon passage of the foregoing amended By-law.

The foregoing amended By-law was passed by the Board of Directors and approved by the membership of the Club this day of , 2017.

President's signature

Secretary's signature