

**By-laws of the Rotary Club of
Oshawa-Parkwood**
Amended and Passed August 1, 2017

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the Board consisting of a maximum of 12 members of this club, namely, a maximum of 6 Directors elected in accordance with article 3, section 1, of these by-laws, and the President, Vice-President, (President-Elect or President-Nominee, if no successor has been elected), Secretary, Treasurer, the Immediate Past President and may include the Sergeant-at-Arms.

- a) The Immediate Past President - who shall assume office by virtue of holding the office of president, the preceding year - for a one year term
- b) The President - who shall assume office by virtue of holding the office of vice-president, the preceding year - for a one year term
- c) The Vice-President - who shall be the president-elect, assuming office in the subsequent year
- d) Six Directors - may be elected for a two-year term with three retiring each year, to serve a maximum of 2 consecutive terms
- e) The Secretary - to be appointed by the President
- f) The Treasurer - to be appointed by the President
- g) The Sergeant-at-Arms - to be appointed by the President

Article 3 Election of Directors and Officers

Section 1 - At a regular meeting one month prior to the meeting for election of Officers, the Presiding Officer shall ask for nominations by members of the club for President and 3 Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a 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, Vice-President, receiving a majority of the votes shall be declared elected to their respective offices. The 3 candidates for director receiving a majority of the votes shall be declared elected as Directors.

In the event of a tie on any vote, the winner shall be determined by the flipping of a coin by the election scrutineers.

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 meet and elect some member

of the club to act as Sergeant-At-Arms.

Section 3 - A vacancy in the Board or any Office 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.* It shall be the duty of the President 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-Elect.* It shall be the duty of the President-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 3 - *Vice-President (President-Elect).* It shall be the duty of the Vice-President to preside at meetings of the club and the Board in the absence of the President and to perform other duties as ordinarily pertain to the office of Vice-President.

Section 4 - *Secretary.* It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such 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 Governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; 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 it to the club annually and at any other time upon demand by the Board, and to perform other duties as pertain 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.

Section 7 - Committee Chairs will run committee meetings and bring results of any decisions to the Board for approval.

Article 5 Meetings

Section 1 - *Annual Meetings.* An annual meeting of this club shall be held no later than the First Tuesday of 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 Tuesday at 6:30 p.m.
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 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 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.

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 of directors shall be scheduled monthly on a specified day each month: the day, time and location to be determined at the July meeting of the board of directors. Special meetings of the Board of Directors may be called by the president, whenever deemed necessary, or upon the request of (2) two members of the Board of Directors, due notice having been given.

Section 5 - A majority of the Directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 - The membership dues shall be determined by the Board of Director's every July and shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 2 - The incoming board of directors, after reviewing the budget for the upcoming year, shall determine the amount of annual dues and initiation fees to be assessed. If there is any change in either assessment from the previous year, such change is not considered a change to the by-laws of this club.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote 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 oral vote.

Article 8 Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service (formerly called New Generations). This club will be active in each of the five Avenues of Service.

Article 9 Committees

The president shall, subject to approval of the board of directors, appoint all members of this club to a minimum of two (2) committees.

Club committees are charged with carrying out the annual and strategic planning goals of the club based on the Five Avenues of Service. 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 (3) 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 attraction of members and engagement of existing 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 committees should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Youth Service Committee**
The committee should mentor, support and strengthen our youth programs such as Rotaract, and Interact and Earlyact. They should encourage the club to participate in RYLA and Youth Exchange. They should liaise between our youth clubs and our Rotary Club ensuring at least one joint meeting per year.

Additional ad hoc committees may be appointed as needed.

- (a) The President shall be ex officio a 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 by-laws 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 co-ordinate the work of the committee and members and shall report to the board on all committee activities.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet is service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

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. The service projects committee will consider vocational service, community service and international service avenues when developing plans for the year.

IMPORTANT:

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.

SECTION 1 - **CLUB SERVICE COMMITTEE:** The President-Elect shall, subject to the approval of the Board of Directors-Elect, appoint chairpersons, and form sufficient committees in size and scope, to organize, administer, and finance the fellowship, communications, membership, program, and other organizational requirements necessary to the internal activities of this club (and adherence) with adherence to the directives of Rotary International, and Rotary International District 7070.

This committee shall devise and carry into effect, plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairperson of the committee shall be responsible for regular meetings of the committee and shall report all club activities to the Director of Club Administration who will report to the Board of Directors.

- (a) **Attendance:** The committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity meetings, district assemblies, and international conventions, by all club members. This committee shall especially encourage attendance at regular meetings of this club and at regular meetings at other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) **Club Bulletin:** The committee shall endeavor, through the publishing of a weekly bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.
- (c) **Program:** The committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (d) **Fellowship Activities:** The committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board of directors.

SECTION 2 – **MEMBERSHIP COMMITTEE:** The committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board of directors.

The committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board of directors, the names of

suitable persons to fill unfilled classifications.

The committee shall, as early as possible, but no later than August 31 of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, using the guide to classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board of directors on all classification problems.

The committee shall devise and carry into effect plans: (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, and activities, and (4) to give the members information as to the developments in the administrative operations of Rotary International and District 7070.

The chairperson of the committee shall be responsible for regular meetings of the committee and shall report all club activities to the Director of Membership who will report to the Board of Directors.

SECTION 3 -

COMMUNITY SERVICE COMMITTEE: The President-Elect shall, subject to the approval of the Board of Directors - Elect, appoint chairpersons, and form sufficient committees in size and scope, to organize, administer, and finance the community service projects of this club, (and assist in financing projects of the international service committee) with adherence to the directives of Rotary International, and Rotary International District 7070.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairperson of the committee, shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of community service, such as, the following:

- (i) Human Development Committee: This committee shall devise and carry into effect plans which will guide and assist this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (iii) Community Development Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- (iv) Environmental Protection Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.
- (v) Partners In Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary sponsored organizations within the community and in co-operating with them in service.

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of Service who will report to the Board of Directors on all community service activities.

SECTION 4 - *INTERNATIONAL SERVICE COMMITTEE:* The President-Elect shall, subject to the approval of the Board of Directors-Elect, appoint chairpersons, and form sufficient committees in size and scope, to organize, administer, and finance the international service activities of this club, with adherence to the directives of Rotary International, and Rotary International District 7070.

This committee shall devise and carry into the effect, plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of the committee (in the event committees are appointed on particular phases of international service, this committee) shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of international service, such as the following:

(i) International Service Projects

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of International Service who will report to the Board of Directors on all international service activities.

SECTION 5 - *VOCATIONAL SERVICE COMMITTEE:* The President-Elect shall, subject to the approval of the Board of Directors-Elect, appoint chairpersons, and form sufficient committees in size and scope, to organize, administer, and finance the vocational service project of this club, with adherence to the directives of Rotary International, and Rotary International District 7070.

This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of the committee, (in the event committees are appointed on particular phases of vocational service, this committee) shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of vocational service, such as, the following:

- (i) Career Information / Job Shadowing
- (ii) Vocational Awards / Commencement Awards
- (iii) Vocational Training Team
- (iv) Four Way Test

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of Service who will report to the Board of Directors, on all vocational service activities.

SECTION 6 - *YOUTH SERVICE (FORMERLY NEW GENERATIONS) COMMITTEE:* This committee shall devise and carry into the effect, plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to youth services. The chairperson of the committee shall supervise and co-ordinate the work of any committees

that may be appointed on particular phases of youth service, such as the following:

- (i) International Youth Exchange
- (ii) Adventures in Citizenship/Youth activities
- (iii) Camp Enterprise, RYLA, Rotaract, Interact, and Earlyact

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of Service who will report to the Board of Directors on all youth service activities.

SECTION 7 - *PUBLIC IMAGE COMMITTEE:* This committee shall devise and carry into the effect, plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of the committee shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of Rotary public relations.

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of Public Image who will report to the Board of Directors on all public relations activities.

SECTION 8 - *ROTARY FOUNDATION COMMITTEE:* This committee shall devise and carry into the effect, plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of the committee (in the event committees are appointed on particular phases of international service, this committee) shall supervise and co-ordinate the work of any (such) committees that may be appointed on particular phases of Rotary International Foundation.

The chairperson will also be responsible for regular meetings of the committee and shall report to the Director of Rotary Foundation who will report to the Board of Directors on all Rotary Foundation activities.

Article 11 Excused 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.

(Note: Such excused absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the standard Rotary Club constitution is not computed in the attendance record of the club.)

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, 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 - A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 - Officers having charge or control of club funds may be required by the Board to provide bond 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.

Section 7 - Prior to the beginning of each fiscal year, the President-Elect, with the Board of Directors-Elect, shall prepare or cause to be prepared a budget of estimated income and expenditures for the year, which, having been agreed to by the board of directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the action of the Board of Directors.

Section 8 - The Board of Directors shall consider sponsoring the current club President and/or President-Elect for expenses associated with attendance at the Rotary International Convention. These expenses shall include travel (economy), basic registration, and hotel (not meals and side trips) for the member. A current club President, or President-Elect, if unable to attend the Rotary International Convention, during that President's term of office, shall forfeit the right to club subsidy to attend during any other year.

Section 9 - The Board of Directors shall consider annually sponsoring the President-Elect for expenses to the Presidents-Elect Training Seminar (PETS) at Rotary International headquarters in Evanston, Illinois, U.S.A.

Section 10 - The Board of Directors shall consider sponsoring the current President for expenses to the annual District 7070 Conference.

Section 11 - The Board of Directors shall consider sponsoring the President-elect and any other club member for the expenses associated with attending the annual District 7070 Assembly for Board of Directors-Elect and new members.

Section 12 - On dissolution of the Rotary Club of Oshawa - Parkwood, the assets and funds held from the proceeds of licensed lottery events shall be distributed to other charitable organizations that are eligible for lottery licenses in Ontario.

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 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 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 - If the decision of the Board is favourable, 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 the 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 President shall arrange for the new member's induction, membership card, 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 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 and Subscriptions

Section 1 - No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at the club meeting, shall be referred to the Board of Directors, (which after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the Board, the club may then proceed to take such action as may seem proper to the majority) without discussion.

Section 2 - Any appeal to the club, or to its members, as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure in SECTION 1, of this ARTICLE.

Article 15 Order of Business

Meeting called to order.
Grace, National Anthem, Toast to the Queen, Dinner.
Introduction of visiting Rotarians and guests.
Birthdays, anniversaries, and members' welfare.
Correspondence, announcements, committee reports.
Sergeant-at-Arms report.
Speaker's address or other program feature.
Adjournment.

Article 16 Amendments

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 shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary Club constitution and with the constitution and by-laws of RI.

will be awarded his President's Pin as the last official act by the Past-President and the Past-President will be awarded a Past-president's Pin and engraved wall plaque by the Incoming President as his/her first official act.) The President will transfer the President's Pin to the President-Elect, and will also transfer the Gary Fitchett Gavel, to the President-Elect, as the last official acts as president. The President-Elect will award to the President, the Past-President's Pin, and the engraved Wall Plaque as the first official duty of the President-Elect. (These purchases will be arranged by the secretary by April 1 of the Rotary Year). Purchases of the Past-President's Pin and the President's Wall Plaque will be ordered by the secretary no later than April 1, every year.

SECTION 2 - During the induction of officers ceremonies, the President or Board of Directors may choose to present other yearly awards such as Rotarian of the Year, Rookie of the Year, Paul Harris Fellowship Awards, Perfect Attendance Awards, and other (meritorious) awards, as the President or Board (sees) deems fit and proper (at the Presidents' Night). If initiated by the Board, the Board should vote on the awards, no later than the regular May Board meeting. The Club Secretary will be instructed to order the awards at this time.

Article 19 Oshawa-Parkwood Rotary Club Charitable Foundation

SECTION 1 - The 4 Directors of the Club's Charitable Foundation shall be selected by vote of the club members at the annual general meeting from among the Past-Presidents. A fifth member, the Immediate Past-President, shall act as the Chairman of the Club Charitable Foundation.

SECTION 2 - The Board may appoint an independent public accountant, if required by the laws of Ontario and Canada, yearly to audit the financial records of the Charitable Foundation for the year end prior to the initiation of the new board.

SECTION 3 - See attached Charter and By-laws.

Passed by the Board of Directors of the Rotary Club of Oshawa-Parkwood this 1st day of August 2017

President _____
Ted Morrison

Vice President _____
Linda Porritt

Secretary _____
Robbie Larocque