

Bylaws of the Rotary Club of Richmond Hill

Latest amendments approved at the Club meeting of November 10th, 2025

ARTICLE I. DEFINITIONS

Board: The Board of Directors of this Club.

Director: A member of this Club's Board of Directors.

Member: A member, other than an honorary member, of this Club

Quorum: The minimum number of participants who must be present when a vote is taken:

- (a) One-third of the Club's members for Club decisions; or
- (b) a majority of the directors for Club Board decisions

RI: Rotary International

Year: The twelve-month period that begins on 1 July.

ARTICLE II. BOARD

Section 2.01 The governing body of this Club shall be the Board consisting of the President, President-Elect (or President-Nominee, if no successor has been elected), Secretary, Treasurer, the immediate Past President and at least four (4) other Directors elected in accordance with Article III of these Bylaws.

ARTICLE III. ELECTIONS AND TERMS OF OFFICE

Section 3.01 The President-Elect and Secretary shall be elected on the first regular meeting in December of the preceding calendar year.

Section 3.02 All other positions shall be nominated by the President-Elect in consultation with Nominating and Governance Committee and approved by the Board before the end of March prior to the following Year.

Section 3.03 Members who would like to be candidates for President-Elect and Secretary shall advise the Nominating and Governance Committee at least two (2) weeks before the election.

Section 3.04 Board positions shall be as follows:

- (a) President-Elect (for the following year, and who shall become President the year after)

- (b) Secretary
- (c) Treasurer
- (d) Community Service Director
- (e) Vocational Service Director
- (f) Club Service Director
- (g) International Director
- (h) Youth Director
- (i) Up to four (4) additional Directorships/Chairs may be created by the Nominating and Governance Committee

Section 3.05 A Member may hold one or more positions (i.e. combine Directorships), provided that each Director shall have only one (1) vote. There shall be no less than four (4) Directors excluding Club Officers.

Section 3.06 The Nominating and Governance Committee shall present a slate of candidates for President-Elect and Secretary to the membership one (1) week prior to the election.

Section 3.07 To be elected President-Elect of the Club the candidate must (i) be a Rotarian in good standing, and (ii) have served on the Board for at least one (1) full term prior to the effective date of taking the office of President-Elect.

Section 3.08 To be elected as a member of the Board of Directors, a candidate must be a Rotarian in good standing with the Club.

Section 3.09 The candidate who receives a majority of the votes for President-Elect or Secretary is declared elected to that office.

Section 3.10 The Board will have the authority to fill vacancies where (i) a position has not been filled by the election, or (ii) should a position become or remain vacant.

Section 3.11 All the members elected to a Board position as defined in Section 3.04 above will have a vote on the Board, in addition to the President and Past President.

Section 3.12 The Term of Office for all Board members shall end at the start of the next Year.

ARTICLE IV. DUTIES OF OFFICERS

Section 4.01 *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 pertains to the Office of the President.

Section 4.02 *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 4.03 *Vice-President*: 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 pertains to the Office of the Vice-President. If there is no Vice-President, then these duties shall be the duties of the President-Elect.

Section 4.04 *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 semi-annual 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 semi-annual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the Governor of District 7070 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 the Secretary.

Section 4.05 *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 pertains to the Office of the Treasurer. Upon retirement for 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 4.06 *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. The President may appoint a Sergeant-At-Arms for each individual meeting who serves only at that meeting.

ARTICLE V. MEETINGS

Section 5.01 *Annual Meeting*: An annual meeting of this Club is to be held no later than 31 December to elect the President-Elect and Secretary.

Section 5.02 *Regular Weekly Meetings*: The regular weekly meetings of this Club shall be held on Mondays at 6:30 p.m. There shall be at least two regular meetings in each month, at least one of which must be in person. Due notice of regular meeting dates shall be given to all Members of the Club. All members excepting an Honorary Member (or Member excused pursuant to Article 8, Sections 3 and 4 of 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's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or any other Rotary Club, or as otherwise provided in the standard Rotary Club constitution, Article 8, Sections 1 and 2.

Section 5.03 *Quorum*: One-third of the Membership shall constitute a Quorum at the Annual and Regular meetings of this Club.

Section 5.04 *Board Meetings*: Regular meetings of the Board shall be held each month on a date agreed upon by the Board members. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

ARTICLE VI. FEES AND DUES

Section 6.01 The membership dues shall be set by the board from time to time, payable in four equal instalments starting the 1st of July. Subsequent payments are due October 1st, January 1st and April 1st, with the understanding that a portion of each semi-annual payment shall be applied to each Member's subscription to the RI official magazine

Section 6.02 Any write-offs for Member dues shall require the approval of the Board.

ARTICLE VII. METHOD OF VOTING

Section 7.01 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.

ARTICLE VIII. THE FIVE AVENUES OF SERVICE

Section 8.01 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 New Generations or Youth Service. This Club will be active in each of the five Avenues of Service.

ARTICLE IX. COMMITTEES

Section 9.01 Club committees are charged with carrying out the annual and long-range 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 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. This Club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following Standing Committees:

(a) *Nominating and Governance Committee*

This committee will be composed of the President-Elect (Chair), President, Past-President, Secretary and one (1) member at large appointed by the incoming President. The role of the Nominating and Governance Committee is to encourage members to join the Board and to ensure that the positions on the incoming Board are filled. In addition, this committee will carry out an administrative and due diligence function related to the healthy development and operation of the Board as well as ensuring in their oversight role that contentious matters are dealt with in an expeditious manner and in the spirit of Rotary's Four-Way Test.

(b) *Membership*

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members

(c) *Club Public Relations*

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.

(d) *International Committee*

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of communities in other countries.

(e) *Community Committee*

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community.

(f) *The Rotary Foundation*

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

(g) Additional *ad hoc* committees may be appointed as needed.

Section 9.02 The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 9.03 Each Chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the Board on all committee activities.

ARTICLE X. DUTIES OF THE COMMITTEES

Section 10.01 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 project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Section 10.02 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 the Club committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

ARTICLE XI. FINANCES

Section 11.01 Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 11.02 The treasurer deposits Club funds in a financial institution or institutions designated by the board, divided into two accounts: one for Club operations and one for service projects.

Section 11.03 Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 11.04 A qualified person conducts a thorough annual review of all financial transactions.

Section 11.05 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 11.06 The fiscal year is from 1 July to 30 June.

ARTICLE XII. LEAVE OF ABSENCE (LOA)

Section 12.01 The requesting member shall make an application for Leave Of Absence in writing to the Chair of the Membership Committee, preferably one month in advance of the requested start date. The Membership Committee shall make a recommendation to the Board on the basis of the LOA criteria prescribed in these Club By-Laws – Article XII, within one week and the Board shall approve or decline the Chair's submission no later than the next scheduled Board meeting. The Board may choose to meet sooner to deal with the request, if desired.

Section 12.02 The Membership Committee and the Board must treat these requests with serious concern for the reasons stated by the requesting member. Generally the only acceptable reasons for a LOA include: 1) serious family issues, 2) significant business issues, or 3) major illness. The request will be for a minimum 3-month period and the timing will be included in the request.

Section 12.03 Absences for other reasons will be considered on a case-by-case basis.

Section 12.04 If the Leave is granted the President and Membership Chair will jointly write to the requesting member, explaining that the leave is granted with full expectation

of return to the Club at the end of the 3-month period. The letter will confirm timing of the leave and include details of financial expectations, i.e. while meal costs will not be billed, all other Rotary fees are due and payable upon billing.

Section 12.05 If the Board declines the Leave the President and Membership Chair will jointly write to the requesting member explaining reasons for the rejection. The member will have the choice of continuing to fulfill his/her Club commitments or resign.

Section 12.06 If circumstances are warranted the LOA member may request an additional 3-month leave at the end of the first LOA period. The request process is the same. The Board may approve or decline the extension request. When the request is declined the member will have the option to return to the Club or resign. If they do resign or are terminated they would be eligible for membership at a later time but would be subject to Article XIII, Method of Electing Members. In either circumstance the President and Club Membership Chair will issue a new letter with the details.

Section 12.07 Decisions will be documented in Board minutes and the Secretary may assist with the process as appropriate.

ARTICLE XIII. METHOD OF ELECTING MEMBERS

Section 13.01 The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the Board in writing, by the Membership Chair 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 13.02 The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

Section 13.03 The board shall approve or disapprove the proposal within 15 days of its submission, and shall notify the Membership Chair, through the Club secretary, of its decision. The Membership Chair will advise the proposer

Section 13.04 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. These activities will be handled by the Membership Chair or a member of the Membership Committee.

Section 13.05 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.

Section 13.06 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 13.07 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 or Membership Chair will assign a Member/Mentor 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 13.08 The Club may elect, in accordance with the standard Rotary Club constitution, Honorary Members proposed by the Board.

ARTICLE XIV. OTHER REQUIREMENTS OF CLUB MEMBERS

Section 14.01 All members are expected to participate in Club activities such as the Richmond Hill Rotary Craft Beer Festival, the Richmond Hill Winter Carnival Pancake Breakfast, etc.

Section 14.02 All new members shall attend at least Level 1 of Rotary Leadership Institute (RLI) training in their first year of membership, with the cost to be covered by the Club.

Section 14.03 The President and President-Elect must attend all District 7070 training events.

Section 14.04 Non-Rotary-related events (ticket sales, donations to non-Rotary fund raisers) are not to be solicited during a Club meeting unless approved by the President.

Section 14.05 No e-mails are to be sent to members soliciting personal or business related advancements (political, commercial) without permission of the Club members.

ARTICLE XV. AMENDMENTS

Section 15.01 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 e-mailed 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.