

BYLAWS

OF

ROTARY CLUB

OF

PORT FAIRY

INCORPORATED

**Australiawide Version 4 incorporating Council on Legislation Amendments 2013
and Rotary International revised Bylaws 2013**

(VICTORIA ONLY)

McKEAN PARK
LAWYERS

GPO Box 38 Melbourne VIC 3001
Level 11, 575 Bourke Street Melbourne VIC 3000
TEL (03) 8621 2888
FAX (03) 9614 0880
www.mckeanpark.com.au

BY LAWS OF ROTARY CLUB OF PORT FAIRY INCORPORATED

(VICTORIA ONLY)

INTRODUCTION TO BYLAWS

This Introduction does not form part of the Bylaws.

Through its 2013 Bylaws R I has signalled its desire to keep Rotary documents brief, clear and easy to understand. This is an integral part of RI's Club Leadership Plan.

The attached version of the Bylaws, designed for clubs that are incorporated under a State or Territory *Associations Incorporation Act* or *Associations Incorporation Reform Act* adopts the 2013 Bylaws with few alterations other than the placing of some of those bylaws in this Club's Rules in order to comply with the requirements of the appropriate Act.

Readers will find the 2013 Bylaws less prescriptive than previous recommended club Bylaws.

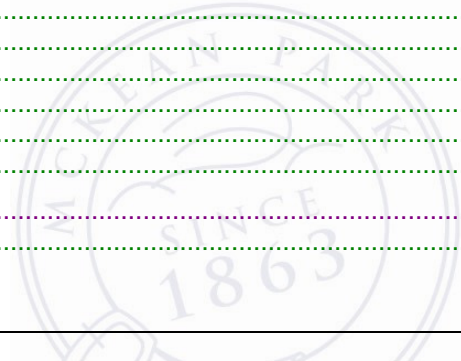
This applies particularly in respect of the committees each club appoints to assist the Board of Directors. Apart from five specified standing committees which are provided for in the 2013 Bylaws, different clubs will appoint different committees to meet their particular needs. For that reason the 2013 Bylaws do not attempt to make provision for specific committees or to provide for their appointment, constitution or operation with the exception of the standing committees referred to and a Nominating Committee which is provided for in this version.

The Board of Directors has the power, however to appoint whatever committees are needed and to identify the tasks allocated to them.

Please read the notes in these Bylaws for further information.

INDEX

Article 1 – Definitions	1
Article 1A – Further Definitions	1
Article 2 – Board	2
Article 3 – Election of Directors and Officers	2
Section 1	2
Section 2	2
Section 3	2
Section 4	2
Section 5	2
Section 6 – Nominating Committee.....	2
(a) Function of Nominating Committee	2
(b) Members of Nominating Committee	2
(c) Term of Nominating Committee	2
(d) Chair	3
(e) Meeting of Nominating Committee	3
(f) Recommendations of Nominating Committee	3
(g) Criteria of Recommendations	3
(h) Nominations	3
(i) Other Nominations	3
Article 4 – Duties of the Board	3
Section 1 – President	3
Section 2 – Immediate Past President.....	3
Section 3 – President-elect	3
Section 4 - Vice-President.....	3
Section 5 - Director.....	3
Section 6 - Secretary.....	4
Section 7 - Treasurer	4
Section 8 - Sergeant-at-Arms.....	4
Article 5 – Meetings	4
Section 1 - Annual meeting	4
Section 2 – Regular meeting.....	4
Section 3 – Board meetings	4
Article 6 – Fees and Dues	4
Section 1	4
Section 2	4
Article 7 – Method of Voting.....	4
Article 8 – Committees.....	5
Section 1 – Committees	5
Section 2 – Additional Committees	5
Section 3 – Status of the President.....	5
Section 4 – The Business of a Committee.....	5
Section 5 – Role of the Chair	5
Article 9 – Finances	6
Section 1	6
Section 2	6
Section 3	6
Section 4	6
Section 5	6
Section 6	6
Article 10 Method of Electing Members.....	6
Section 1	6



INDEX

Section 2	6
Section 3	6
Section 4	6
Section 5	6
Section 6	7
Article 11 Resolutions	7
Article 12 Amendments.....	7



McKEAN PARK

Level 11, 575 Bourke Street
Melbourne VIC 3000 Australia

Postal Address

GPO Box 38
Melbourne VIC 3001

Tel: (03) 8621 2888

Fax: (03) 9614 0880

DX 400 Melbourne

ross.blair@mckeanpark.com.au

Ref: WRB:cx:130953

BYLAWS OF ROTARY CLUB OF PORT FAIRY INCORPORATED

ARTICLE 1 – DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

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. Quorum: One third of the Club membership; a majority of Directors for the Board.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

ARTICLE 1A – FURTHER DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Fiscal Year: a Year.
2. General Meeting: a General Meeting of the members held in accordance with Articles 6 and 25 of the Rules.
3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 10 of the Rules.
4. The Act: The Associations Incorporation Act or the Associations Incorporation Reform Act of the State.
5. The Regulations: the Regulations made under the Act.
6. Secretary: The person holding office under the Rules as secretary of the Club; or
7. Rules: The Rules of this Club as amended from time to time.
8. Chair: the Chairperson.
9. State: the State or Territory in which this Club is incorporated.
10. Local laws: the laws of the State.
11. Governor: the District Governor.

Note: These bylaws are only recommendations. Club bylaws should be used to supplement the Standard Rotary Club Constitution or the Club's Rules (Rules) with the common practices and processes of your club. You may update the bylaws to reflect the current practices of your club as long as the changes do not conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution (or Rules), the Rotary Code of Policies. Your club may also determine how to define quorum for voting purposes. Mandatory articles that your club must include are noted below.

This edition of the Recommended Rotary Club Bylaws removed the sections on Avenues of Service and Leave of Absence as they are found in the Standard Rotary Club Constitution or if your club is incorporated in its Club Rules. The Section Order of Business

was also removed to allow clubs more flexibility. For meeting agenda details, see Rotary club leader manuals. For questions, consult your District Governor.

ARTICLE 2 – BOARD

The governing body of this Club is the Board consisting of a minimum of the president, immediate past president, president elect, vice-president and secretary but for the time being the Board of this Club shall consist of the officers and directors as provided in the Rules of this Club.

Note: This Article must be included in your Bylaws or Rules and the officers listed above are required to be members of the club Board. Your club's Board may include additional Board members such as director(s), treasurer, president-nominee, sergeant at arms or others. Satellite clubs must also list their club officers in this Article.

ARTICLE 3 – ELECTION OF DIRECTORS AND OFFICERS

Section 1

Transferred to Article 28 section 1 of the Rules of this Club.

Section 2

Transferred to Article 28 section 2 of the Rules of this Club.

Section 3

Transferred to Article 28 section 3 of the Rules of this Club.

Section 4

Transferred to Article 28 section 4 of the Rules of this Club.

Section 5

Transferred to Article 28 section 5 of the Rules of this Club.

Section 6 – Nominating Committee

If a Nominating Committee is established by this Club the following provisions apply to its constitution and operation.

(a) **Function of Nominating Committee**

The Nominating Committee's function is to recommend the nomination of a member to fill the position of each of the Officers of this Club (excluding the Sergeant-at-Arms) required to be filled at the meeting specified in Article 28 section 1 of the Rules.

(b) **Members of Nominating Committee**

The Nominating Committee will comprise such of the president, president-elect, who are appointed by the president and who consent to that appointment. The president will appoint a member of reasonably long standing to fill any vacancy.

(c) **Term of Nominating Committee**

The Nominating Committee shall serve until the appointment of the next Nominating Committee.

- (d) **Chair**
The Nominating Committee will appoint a chair at its first meeting and all decisions of the Committee shall be by majority vote.
- (e) **Meeting of Nominating Committee**
The Nominating Committee will meet not later than three (3) weeks before the meeting specified in Article 28 section 1 of the Rules. (7 weeks before the AGM)
- (f) **Recommendations of Nominating Committee**
Prior to the meeting specified in Article 28 section 1 of the Rules the Nominating Committee shall advise the president in writing of its recommendations and the president shall cause those recommendations to be published to the members before the commencement of that meeting. (4 weeks before the AGM)
- (g) **Criteria of Recommendations**
In respect of each office for which its recommendation is required the Nominating Committee shall recommend that member it considers to be most suitable to hold that office who is willing to accept nomination.
- (h) **Nominations**
Every nomination for any position referred to in this section must be in writing signed by the nominator and another member and carry an acceptance of that nomination signed by the member nominated. All nominations must be handed to the secretary before the conclusion of the meeting specified in Article 28 section 1 of the Rules unless that time is extended by the Board. The Nominating Committee must ensure the nomination of every member recommended by it and the delivery of that nomination to the secretary within that time.
- (i) **Other Nominations**
Notwithstanding the nomination of any member recommended by the Nominating Committee any member of the Club may nominate a member or members for election to the same office.

Note: A process for elections must be included in your Bylaws or Rules. If a nominating committee is used, details of how it is appointed must be included. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution or in your Club Rules.

ARTICLE 4 – DUTIES OF THE BOARD

Section 1 – President

Transferred to Article 30 section 1 of the Rules of this Club.

Section 2 – Immediate Past President

Transferred to Article 30 section 2 of the Rules of this Club.

Section 3 – President-elect

Transferred to Article 30 section 3 of the Rules of this Club.

Section 4 - Vice-President

Transferred to Article 30 section 4 of the Rules of this Club.

Section 5 - Director

Transferred to Article 30 section 5 of the Rules of this Club.



Section 6 - Secretary

Transferred to Article 30 section 6 of the Rules of this Club.

Section 7 - Treasurer

Transferred to Article 30 section 7 of the Rules of this Club.

Section 8 - 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.

Note: See Rotary Club Leader Manuals for details on the roles of club officers.

ARTICLE 5 – MEETINGS

Section 1 - Annual meeting

Transferred to Article 6 section 2 of the Rules of this Club.

Section 2 – Regular meeting

The regular weekly meetings of this Club are held on Mondays at 7.00 p.m.
Reasonable notice of any changes in or cancellation of the regular meeting shall be given to all Club members

Section 3 – Board meetings

Transferred to Article 29 section 2 of the Rules of this Club.

Note: This Article must be included in your Bylaws or in your Club Rules. For e-clubs, Section 2 must include that the e-club posts the interactive activity on the Club's website by the day listed. For Satellite clubs, voting procedures must be included.

ARTICLE 6 – FEES AND DUES

Section 1

Transferred to Article 31 section 1 of the Rules of this Club.

Section 2

Transferred to Article 31 section 2 of the Rules of this Club.

Note: Club admission fees and payment deadlines must be included in your Bylaws or in your Club Rules. Admission fees may be zero.

ARTICLE 7 – METHOD OF VOTING

Transferred to Article 25 section 7 of the Rules of this Club.



ARTICLE 8 – COMMITTEES

Section 1 – Committees

Club committees coordinate their efforts in order to achieve this Club’s annual and long-range goals. This Club shall have the following committees: .

- Club Administration
- Membership
- Public Relations
- The Rotary Foundation
- Service Projects

Section 2 – Additional Committees

Additional standing and non-standing committees may be appointed as needed.

Section 3 – Status of the President

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

Section 4 – The Business of a Committee

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 5 – Role of the Chair

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.

(Note: The committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create committees that are necessary to effectively meet its service and fellowship needs. Sample listings of optional committees are found in the Rotary manuals for club committees. Clubs may develop different committee structures as needed.)



ARTICLE 9 – FINANCES

Section 1

Transfer to Article 32 section 1 of the Rules of this Club.

Section 2

Transfer to Article 32 section 2 of the Rules of this Club.

Section 3

Transfer to Article 32 section 3 of the Rules of this Club.

Section 4

Transfer to Article 32 section 4 of the Rules of this Club.

Section 5

Transfer to Article 32 section 5 of the Rules of this Club.

Section 6

Transfer to Article 32 section 2 of the Rules of this Club.

(Note: Rotary's manual for club treasurers gives details of managing club finances.)

ARTICLE 10 METHOD OF ELECTING MEMBERS

Section 1

Transferred to Article 26 section 1 of the Rules of this Club.

Section 2

Transferred to Article 26 section 2 of the Rules of this Club.

Section 3

Transferred to Article 26 section 3 of the Rules of this Club.

Section 4

Transferred to Article 26 section 4 of the Rules of this Club.

Section 5

Transferred to Article 26 section 5 of the Rules of this Club.



Section 6

Transferred to Article 26 section 6 of the Rules of this Club.

Note: A process for electing members must be included in your Bylaws or in your Club Rules. For details on new member orientation, see Rotary's reference document.

ARTICLE 11 RESOLUTIONS

Transferred to Article 25 section 8 of the Rules of this Club.

ARTICLE 12 AMENDMENTS

These Bylaws may be amended at any regular club meeting. Changing the club Bylaws requires the written notice be sent to each member not less than 10 days before the meeting, that a quorum be present for the vote; and that at least two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the Rules of this Club, the Standard Rotary Club Constitution, the RI constitution and Bylaws and the Rotary Code of Policies.

