

BYLAWS

OF

ROTARY CLUB

OF

WARRNAMBOOL EAST

INCORPORATED

Australia-wide Version 5 (Applicable in all States and Territories)



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BYLAWS OF ROTARY CLUB OF WARRNAMBOOL EAST 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:

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

ARTICLE 2 – FURTHER DEFINITIONS

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

| | |
|-------------------------------|---|
| Fiscal Year: | a Year. |
| General Meeting: | a General Meeting of the members held in accordance with this Club's Rules or Constitution and the Act. |
| Ordinary Member of the Board: | a member of the Board other than an Officer of the Club under this Club's Rules or Constitution. |
| The Act: | The Associations Incorporation Act or the Associations Incorporation Reform Act of the State. |
| The Regulations: | the Regulations made under the Act. |
| Secretary: | the person holding office under the Rules or Constitution as secretary of this Club. |
| Rules (Constitution): | the Rules of this Club as amended from time to time. |
| Chair: | the Presiding officer. |
| State: | the State or Territory in which this Club is incorporated. |
| Local laws: | the laws of the State or Territory. |
| Governor: | the District Governor. |

Note: Club Bylaws should be used to supplement the Standard Rotary Club Constitution or the Club's Rules or Constitution (Rules) with the established common practices and processes of this Club. You may update the bylaws to reflect the current practices of this Club as long as the changes do not conflict with the RI Constitution and Bylaws, this Club's Rules or Constitution or the Rotary Code of Policies.

ARTICLE 3 – BOARD

The governing body of this Club is the Board consisting of a minimum of the president, immediate past president, president elect, vice-president (if elected) secretary and treasurer and such number of ordinary directors as are required to be elected pursuant to the Rules.

ARTICLE 4 – 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 required to be filled at the meeting specified in the Rules.

(b) **Members of Nominating Committee**

The Nominating Committee will comprise such of the president, president-elect and 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) **Presiding Officer**

The Nominating Committee will appoint a presiding officer 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 30 section 1 of the Rules.

Note - (7 weeks before the AGM)

(f) **Recommendations of Nominating Committee**

Prior to the meeting specified in Article 30 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.

Note - (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 the member it considers most suitable for 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 30 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.

ARTICLE 5 – REGULAR MEETINGS

Section 1 – Regular meeting

- (a) The regular weekly meetings of this Club are held on every Thursday of every month at 6.15 p.m.
- (b) Reasonable notice of any changes in or cancellation of the regular meeting shall be given to all Club members.

Section 2 – Amending Regular Meetings

The regular weekly meetings specified in Section 1 may be amended by the Board, with the approval of the members, regarding the frequency of meetings and / or counting service projects or social events as regular meetings as long as the Club meets at least twice per month.

Section 3 – Amending Attendance Requirements

The attendance requirements may be amended from time to time by the Board, with the approval of the members.

ARTICLE 6 – ADDITIONAL CONDITIONS FOR SPECIFIED TYPES OF MEMBERSHIP

Each of the following types of membership, if adopted by this Club, is subject to the additional conditions of membership set out below in respect of that type of active membership as follows:

Section 1 – Corporate Membership

- (a) A Corporation which carries on significant business in the Club's locality may, subject to entering into a written agreement provided by this Club, be elected to membership of this Club as a Corporate Active Member (Corporative Member) in accordance with the Rules and Bylaws of this Club and the terms and conditions of the written agreement referred to. Classification may be waived.
- (b) A Corporate Member must be represented in its corporate membership by an agreed number of representatives being not less than nor more than who are such directors, corporate officers or senior employees of the Corporate Member as the Corporate Member shall appoint and this Club shall accept.
- (c) The written agreement must contain agreement between the parties that either:
 - (i) no representative of the Corporate Member shall be a member of this Club but each such representative shall in all respects be entitled to enjoy the rights of membership (other than to vote in his or her own right) and to comply with appropriate obligations (as specified in the written agreement) as if he or she were a member of this Club; or that:
 - (ii) all representatives of the Corporate Member shall be members of this Club as active members. Classification may be waived.
- (d) A Corporate Member's dues shall be calculated in accordance with the following formula unless the written agreement otherwise provides:

$AMD \times Z = \text{Corporate Member's Dues.}$

Where:

AMD = the current annual dues charged to and payable by an active member of this Club.

Z = the adjustment to be applied to the AMD in respect of the Corporate Member's dues in accordance with the provisions of the written agreement.

- (e) A Corporate Member may, in writing delivered to the Secretary, appoint any one of its representatives to attend any meeting of this Club or a Committee of this Club (of which the Corporate Member is a Committee Member) as its representatives in order to speak, and otherwise participate in that meeting and to exercise the Corporate Member's vote on all or any issues arising at that meeting.
- (f) The attendance expectations placed upon a Corporate Member through its representatives will be determined in the written agreement and should be complied with at all times.
- (g) The written agreement referred to will be executed by or on behalf of the Corporation and this Club. It may be amended by one or more further written agreements executed on behalf of the Corporate Member and this Club.

Section 2 – Family Membership

- (a) A Family Membership may comprise a husband and wife (legal or de-facto) or either or both of them together with one or more adult child of both or either of them as a group (Family Member) who apply for Family Membership of this Club, enter into a written agreement as provided by this Club and are elected to active membership of this Club as a Family Member in accordance with the Rules and Bylaws of this Club and the terms and conditions of the written agreement referred to. Classification may be waived.
- (b) A Family Member must not comprise less than 2 members nor more than members unless otherwise agreed by this Club.
- (c) The written agreement must contain agreement between the parties either that;

no representative of the Family Member shall be individually a member of this Club but each such representative shall in all respects be entitled to enjoy the rights of membership (other than the right to vote in his or her own right) and to comply with appropriate obligations (as specified in the written agreement) as if he or she were a member of this Club or that;

all representatives of the Family Member shall be members of the Club as active members. Classification may be waived.

- (d) Subject to the written agreement referred to a Family Member's dues shall be calculated in accordance with the following formula unless the written agreement otherwise provides:

$AMD \times Z = \text{Family Member's Dues}$

Where:

AMD = the current annual dues charged to and payable by an active member of this Club.

Z = the adjustment to be applied to the AMD in respect a Family Member's dues in accordance with the provisions of the written agreement between the Family Member and this Club.

- (e) A Family Member may, in writing delivered to the Secretary appoint any one of its members to attend any meeting of this Club or a Committee of this Club (of which the Family Member is a Committee Member) in order to speak, vote and otherwise participate in that meeting as a representative of the Family Member.
- (f) The attendance expectations placed upon a Family Membership will be determined in the written agreement and should be complied with at all times.

- (g) The written agreement referred to will be executed by all the members of the Family Member and by this Club. It may be amended by one or more further written agreements executed by all the then members of the Family Member and the Board of this Club.

Section 3 – Auxiliary Membership

Auxiliary Membership is restricted to adult persons who have the general qualifications for membership of Rotary specified in Article 9, section 1 of the Rules of this Club but who are either temporarily or permanently unable or unwilling to apply for or accept full active membership of this Club or are accepted by this Club as appropriate applicants for Auxiliary Membership. Such an adult person may apply for and may be granted Auxiliary Membership of this Club subject to the following pre-conditions applying:

- (a) There is an Auxiliary Membership Group of this Club which that person is willing to join as an Auxiliary member of this Club.
- (b) That person is elected to Membership in accordance with the provisions of Article 12 of the Rules of this Club.
- (c) That person resides within the locality of this Club.

1 – Auxiliary Membership Groups

2 – Rights of Auxiliary Members within this Club

Section 4 – Friends of Rotary Membership

- (a) A person must comply with the qualifications for active membership as if they were the qualifications for honorary membership set out in the Rules (as a Friend of Rotary). Classification requirements may be waived.
- (b) In all other respects the person must be proposed for and elected to active membership in accordance with the Rules.

ARTICLE 7 – DUES

Annual dues including RI per capita dues, district per capita dues, this Club's fees and / or dues, other Rotary and district per capita assessments and / or dues and a subscription to 'The Rotarian' or a Rotary regional magazine. They are payable as follows: (Club to set out payment provisions)

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 Image
- Rotary Foundation

-
- Service Projects
 - Additional Committees if required

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. Committees are responsible to achieve this Club's goals in their respective areas.

Section 5 – Role of the Chair

Each presiding officer 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.

Section 6 – Committee Chair

A Committee Chair is responsible for the regular meetings and activities of the Committee and reports to the Board in respect of the Committee's 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 – AMENDMENTS

These Bylaws may be amended at a Special General Meeting of this Club conducted at any regular club meeting. Changing the club Bylaws requires that:

1. written notice be sent to each member at least 14 days before the meeting;
2. setting out the proposed motion or proposed motions to be put at that meeting and the reason or reasons for each such motion;
3. a quorum of the members as provided in Article 27 section 2 of this Club's Rules shall be present at the meeting; and
4. at least two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the Rules of this Club, the RI constitution and Bylaws and the Rotary Code of Policies.