SOCIETY BYLAWS

RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF

Rendezvous Rotary Club of Whitehorse

(the “Society”)

*SOCIETIES ACT*, RSY 2002, c.206

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**PART 1 | GENERAL**

1. **Definitions**

In these Bylaws and all other bylaws of the club, unless the context otherwise requires:

* 1. “Act” means the Societies Act, RSY 2002, c 206 and, where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time.
	2. “Board” means the board of directors of the Society.
	3. ‘’Club’’ means the Society
	4. “Director” means a member of the Board.
	5. “Member” means a Person that holds membership in the Society, other than an honorary member or associate member.
	6. “Good standing” means any person who has fulfilled the requirements for membership and who has not voluntarily withdrawn nor been expelled or suspended
	7. ‘’Notice in writing’’ means a communication capable of documentation regardless of the method of transmission.
	8. ‘’RI’’ means Rotary International.
	9. ‘’viva voce\*’’ means a vote by vocal assent.
	10. ‘’Year’’ means the twelve-month period that begins on the 1st of July.

**2. Interpretation**

All terms contained in these Bylaws that are defined in the Act shall have the meanings given to them in the Act unless they are specifically defined in Section 1.

**3. Conflict with Act**

If there is a conflict between these Bylaws and the Act, the Act prevails.

**4. Corporate Seal**

* 1. The directors may adopt a seal for the club and substitute a new seal.
	2. The seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the president and the secretary-treasurer or the secretary.

**5. Execution of documents**

 5.1 Contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) Directors.

 5.2 Alternatively, the Board may from time to time direct by Resolution the manner in which, and the person by whom, a particular document may be executed.

 5.3 Any Director may certify a copy of any instrument, Resolution, bylaw or other document of the Club to be a true copy thereof.

**6. Records**

* 1. The secretary of the Club, and in the absence of the secretary, a Director, shall be responsible for preparing, or having prepared, the minutes of meetings and for causing such minutes to be entered in the minute book of the Club, and shall be responsible for the custody of the minutes and other records of the Club.
	2. Upon reasonable notice of request, any member may examine the records of the club at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.
	3. The Club shall keep the Register of Members containing the following for each Member:

(a) the Member’s name, address and, if available, email address;

(b) the date the Member was admitted as a Member;

(c) the date the Member ceased to be a Member; and

(d) the class of membership, if any.

* 1. The Club shall keep the Register of Members at the registered office of the Club and the Club shall permit any Member to inspect the Register of Members at any reasonable time. The registered office of Rendezvous Rotary Club of Whitehorse is Rotary International.

**7. Banking**

* 1. The banking business of the Club shall be transacted at such federally chartered bank, or at such other provincially or territorially regulated firm or corporation carrying on a banking business, as the Board may designate from time to time by Resolution.
	2. The banking business of the Club shall be transacted by such Directors or other persons as the Board may designate from time to time by Resolution.

**8. Notice**

* 1. A notice required by these Bylaws or the Act may be given in the manner determined by the Board, and may include publication in one or more newspapers circulated in Yukon, mail, courier, telephone, personal delivery, email, or through social media, including through posting on a social media site accessible by all Members.
	2. Notice is deemed to have been given:

(a) when it is published in a newspaper circulated in Yukon, or posted on a social media site

accessible by all Members; or

(b) when it is delivered personally; or

(c) when it is e-mailed to the e-mail address of the recipient as recorded in the Club’s

records; or

(d) seven business days after having been mailed to the recipient’s Registered Address.

* 1. The secretary may change or cause to be changed the Registered Address of any Member, or the recorded address of any Director or Professional Accountant in accordance with any information believed by the secretary to be reliable.
	2. A declaration by the secretary that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

**PART 2 | MEMBERSHIP**

**9. Admission of Members**

* 1. The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing. 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.
	2. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution including a proposed former member of any club being in good standing.
	3. The board shall approve or disapprove the proposal within seven (7) days of its submission and shall notify membership chair of its decision.
	4. If the decision of the board is favorable, the prospective member shall permit his or her name and proposed classification to be published to the club.
	5. If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary or associate) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of dues (if not honorary membership), as prescribed in these bylaws, and induction into Rotary 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 dues (if not honorary membership), shall be considered to be elected to membership.
	6. Following the election, the president shall arrange for the new member’s induction. The chair of the Membership committee shall arrange for a name badge, and new member Rotary kits. In addition, the secretary will report the new member information to RI and the Membership committee chair 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.
	7. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board. The club shall have one or more categories of Associate members admitted to that status by the board in accordance with such rules of membership and with such rights and requirements as shall be determined from time to time by the board.
	8. Active membership in this club may include, in addition to individual membership; a corporation or business under corporate membership, a community organization; up to three members from a family under family membership, or satellite membership in accordance with membership policies or guidelines determined by the Board. The club shall also have one or more categories of associate members admitted to that status by the board or in accordance with such rules of membership and with such rights and requirements as shall be determined from time to time by the board. Dues for these additional kinds of active membership shall be established by the Board and approved by the club.
1. **Term of Membership**
	1. The term of membership for each member is ongoing as long as the member is in good standing and has paid dues.
2. **Membership Dues**
	1. Annual club dues and fees shall be an amount per annum set by the Board for a regular member, payable semi-annually on the first day of January and of July. Annual club dues include RI and district per capita dues, a subscription to The Rotarian club fees and any other Rotary or district per capita assessment. The board may also establish a schedule of dues for other kinds of active membership including but not limited to family membership, corporate membership and community membership as set out in pertinent club policies. To qualify for membership, approved applicants shall pay dues prior to becoming a member equivalent to the portion remaining in semi-annual dues. The board and satellite membership together will set dues for membership in the satellite membership. The Board may also determine an annual fee for an Associate membership.

**12. Termination of membership**

* 1. Membership is terminated when:

(a) the Member resigns by delivering a resignation in writing to the president or secretary of the Club or to the registered address for the Club; or

(b) the Member dies or, in the case of a corporation, the corporation is dissolved; or

(c) the Member is expelled; or

 (d) the Member fails to maintain any qualifications or conditions for membership described in the provision(s) on membership in these Bylaws.

**13. Obligations of Members**

* 1. Every member shall uphold the Constitution of the Club and comply with these Bylaws and any policies of the Club.
	2. 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.
1. **Expulsion**
	1. A Member may be expelled by a Special Resolution passed at a General Meeting. The notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed Special Resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.
2. **Effect of termination of membership**
	1. Upon any termination of membership, the rights of the Member automatically cease to exist.
3. **Voting rights and Method of Voting**
	1. A member in good standing present at a meeting of members is entitled to one vote.
	2. Family and satellite members are entitled to one vote per person.
	3. Memberships given under a corporate membership, a community organization; will have a designative representative who shall be entitled to one vote on behalf of the class of membership.
	4. The board may determine circumstances from time to time where a vote by members in good standing using electronic or other means may be considered.
	5. The business of this club including the business of the satellite membership shall be transacted by show of hands or 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.

**PART 3 | MEETINGS**

1. General meetings of the club shall be held at the time and place, in accordance with the Societies Act, that the directors decide.
2. Every general meeting other than an annual general meeting is a special general meeting.
3. The directors may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting.
4. Notice
	1. Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
	2. Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting.
	3. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
5. Special business
	1. Special business shall not be conducted at a general meeting unless notices has been given of the proposal to conduct that business at that meeting
	2. Special business is:
		* 1. At a special general meeting, all business other than the adoption of rules of order; and
			2. At an annual general meeting, all business other than:
6. The adoption of rules of order
7. The consideration of the financial statements
8. The report of the directors
9. The report of the professional accountant, if any
10. The election of directors
11. The appointment of the professional accountant, if required
12. The other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of directors issued with the notice convening the meeting.
13. Annual General Meeting
	* + 1. An annual general meeting of this club shall be held in October of each year. The business to be addressed at the AGM are listed in section 21.2.i. above.
			2. Notice of the AGM shall be sent to members in accordance with section 20.1 of these bylaws.
14. The regular meetings of this club shall be held on dates and times established by the Board. Due notice of any change in or cancelling of the regular meeting shall be given to all members of the club.
15. One third of the membership shall constitute a quorum at the annual, general and regular meetings of this club.
16. If, after 30 minutes from the time set for holding a General Meeting, a quorum is not yet present, the meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chairperson with notice to the membership, and if, at the continuation of the adjourned meeting, a quorum is not yet present after 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.
17. Regular meetings of the Board shall be held monthly, at a time and location decided by 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.
18. A majority of the directors shall constitute quorum at a board meeting.
19. If this club chooses to make available a telephone or electronic facility that permits all participants to communicate with each other during a general meeting, any member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting and may vote by such telephonic or electronic means that the club has made available for that purpose.
20. If the directors or members call a general meeting, those directors or members, as the case may be, may determine that the meeting shall be held entirely by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means that this club has made available for that purpose.

**PART 4 | BOARD**

30. The governing body of this club shall be the Board of Directors consisting of a minimum of three (3)

 and a maximum of seven (7) directors. These directors shall be elected at the Annual General

 Meeting. Each of the following officer positions shall be filled by an elected director: president,

 president-elect, past president, secretary, and treasurer. The elected position of Sergeant-at-Arms

 does not require that it be filled by an elected director.

**PART 5 | ELECTION AND TERMS OF OFFICE**

31. At a regular meeting one month prior to the meeting for election of directors and officers, the presiding officer shall ask for nominations by members of the club for president, president-elect, (or president nominee if no successor has been elected), secretary, treasurer and open director positions. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.

32. The candidates who receives a majority of the votes for each office shall be declared elected to that

 office.

33. Within one month after their election, the directors-elect shall meet and elect a member of the club

 to act as Sergeant-at-Arms.

34. A vacancy in the board or any office shall be filled by action of the remaining directors.

35. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining

 directors-elect.

36. The term of office for the president, president-elect, treasurer, secretary, sergeant-at-arms and each

 director in one year and the term for satellite membership executive is one year.

**PART 6 | DIRECTORS**

37. The directors may exercise all the powers and do all the acts and things that the club may exercise

 and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to

 be exercised or done by the club in general meetings.

38. A director shall attend club and board meetings and participate in club’s decision making.

39. The authority of the directors is subject to

 39.1 All laws affecting the club

39.2 These bylaws and

39.3 Rules not being inconsistent with these bylaws, which are made from time to time by the

 club in general meetings

40. No rule, made by the club in general meetings, invalidates a prior act of the directors that would have

 been valid if that rule had not been made.

41. The members may by special resolution remove a director before the expiration of the director’s term

 of office, and may elect a successor to complete the term of office.

42. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed

 for all expense necessarily and reasonably incurred by the director while engaged in the affairs of the

 club.

**PART 7 | OFFICERS**

43***. 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 president.

44.  ***President-elect*** – It shall be the duty of the president-elect to perform such other duties as may be

 prescribed by the president or the board. The president-elect will prepare for his or her year in

 office.

45.  ***Past president*** – It shall be the duty of the past president to preside at meetings of the club and the

 board in the absence of the president and perform other duties as ordinarily pertains to the office

 of past president.

46. ***Secretary*** – It shall be the duty of the secretary to keep membership and attendance records, send

 out notice of the 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 January 1st

 and July 1st of each year and prorated reports on October 1st and April 1st 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 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.

*47****. Treasurer*** – It shall be the duty of the treasurer to have custody of all funds, accounting for it to the

 club annually and regularly to the board, and to perform other duties as pertains 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.

48.  ***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 sergeant-at-

 arms shall be an officer of the club.

**PART 8 | SATELLITE MEMBERSHIP**

49. Satellite membership shall be a subgroup created by the membership type.

This subgroup may have their own executive that is made up of officers as designated below. They are not a part of the main board of directors, except for the Chair of the satellite membership, who by virtue of the position is a director of the main board.

 The duties of officers of the satellite membership shall include:

1. A chair, who shall preside at meetings of the club in the capacity as a director on board of directors. The chair position shall also be the CEO of the membership;
2. A co-chair who shall assist the chair, assume leadership responsibilities and carry out the duties of the chair in the absence of the chair.
3. The secretary who shall issue notices of meeting, keep minutes of decisions of the satellite membership, keep club records except those required by the treasurer, maintain the register of members and the policies and procedures of the satellite membership;
4. The treasurer, who shall keep financial records and liaise with the secretary of the Rotary Club of Whitehorse Rendezvous to ensure timely payment of dues and provision of financial information as required.

**PART 9 | COMMITTEES**

50. Club committees identified in article 13, section 7 of the Constitution of Rotary International shall be charged to coordinate their efforts to achieve the annual and long-rage goals of the club.

51. The president, president-elect and immediate past president should work together to ensure

 continuity of leadership and succession planning. The president shall be an ex-officio member all

 committees and, as such, has all the privileges of membership.

52. Each committee chair shall be responsible for the regular meetings and activities of the committee,

 supervise and coordinate its work, and report to the board on all committee activities. It is preferable

 for the chair to have previous experience as a member of the committee.

53. When feasible, committee members should be appointed to the same committee for two years to

 ensure consistency. The president-elect shall be responsible for appointing committed members to

 fill vacancies, appoint committee chairs and conduct planning prior to the start of the year in office.

54. The board of the satellite membership shall establish such committees as it views necessary to fulfill the goals of the club.

**PART 10 |FINANCES**

55. At any regular meeting of the board, the board may without the prior approval of the club, pass for

 payment accounts incurred in the regular operation of the club for budgeted items as presented by

 the treasurer.

56. Except as above, no expenditure in excess of $1000 (or such other amount as may be made by the

 society by ordinary resolution) may be made by the board without obtaining approval of the club.

57. 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 the club operations and one in respect of the charitable/service operations.

58. 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.

59. All bills shall be paid by the treasurer or other authorized office only when approved by two other

 officers or directors.

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

61. Club members shall receive an annual financial statement of the club.

62. The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members’

 dues shall be divided into two (2) semi-annual payments extending from July 1st to December 31st and

 from January 1st to June 30th.

**PART 11 | BORROWING POWER OF THE DIRECTORS**

63. The directorsshall have no power to borrow or raise funds by any means on behalf of or in the name

 of Rendezvous Rotary or its Satellite membership except that such authority be granted by the membership

 by special resolution.

**PART 12 | AMENDMENTS**

64. These bylaws may be amended at a general meeting by special resolution of the members. The

 special resolution must be approved by two-thirds of the members with voting rights present at the

 general meeting of the members. Written notice of such proposed amendments shall have been

 given to each member at least twenty-one (21) days before the general meeting. Changes to these

 bylaws must be consistent with the standard Rotary Club constitution, the RI constitution and bylaws,

 the Rotary Code of Policies and the Societies Act and regulations of the Yukon Government in which

 jurisdiction the Rendezvous Rotary Club is situated.

**PART 13 | MISCELLANEOUS**

65. Resolutions – The club shall not consider any resolution or motion to commit the club on any matter

 until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be

 referred to the board without discussion.

66. Order of club business at regular meetings:

* + - * 1. Meeting called to order
				2. Introduction of visitors
				3. Correspondence, announcements and Rotary information
				4. Committee reports, if any
				5. Any unfinished business
				6. Any new business
				7. Address of other program features
				8. Adjournment
				9. Any other item as determined by the President

**PART 14 | PROFESSIONAL ACCOUNTANT**

67. Application

(1) This part applies only where:

 (a) the Regulations require this club to have a Professional Accountant; or

 (b) the Board or the Members have resolved to appoint a Professional Accountant.

68. Appointment of Professional Accountant

The Directors shall appoint a Professional Accountant to serve until the first Annual General Meeting; and the Members shall appoint a Professional Accountant at each General Meeting. The Directors may appoint a professional Accountant to fill a vacancy occurring between on Annual General Meeting and the next.

69. Removal

The Members may remove a Professional Accountant by Ordinary Resolution at a General Meeting and appoint a new Professional Accountant in its place.

70. Disqualification

No Director or employee of this club may act as a Professional Accountant of the Society.

**PART 15 | ARBITRATION OR MEDIATION OF DISPUTES**

71. Dispute Resolution

(1) In the event that a dispute or controversy among Members or Directors arising out of or related to these Bylaws is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the Members or Directors as set out in in these Bylaws or the Act, and as an alternative to legal action, such dispute or controversy may be settled by a process as follows:

 (a) If the dispute or controversy does involve the Board or any one or more of the Directors

 and does not relate to a decision made by the Board, the dispute or controversy shall first be submitted in writing to the Board for mediation, which mediation shall occur within six (6) months of such submission.

 (b) If the dispute or controversy does involve the Board or any one or more Directors or relates to a decision made by the Board, the dispute or controversy shall first be submitted in

 writing to a panel of mediators consisting of three Members who are not party to the

 dispute or controversy, for mediation, which mediation shall occur within six (6) months

 of such submission. Each of the parties shall appoint one Member to the to the panel.

 The mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

 (c) If the dispute or controversy has not been resolved by mediation, any party may refer the matter to the courts of the Yukon**.**

**PART 16 | WINDING UP AND DISTRIBUTION OF ASSETS**

70. Voluntary Winding Up

 This club may surrender its certificate of incorporation by Special Resolution.

71. Distribution of assets

(1) On dissolution of this club, the assets remaining after all debts have been paid or provisions for the payment have been made shall, subject to the requirements of the Regulations, be distributed as follows:

 (a) Where the club has a charitable purpose, to a qualified donor, as defined under the Income Tax Act (Canada), and

 (b) Where the club does not have a charitable purpose, to one or more Yukon Societies as

 is determined by a Special Resolution, or, in the absence of such a Special Resolution, as determined by the Registrar.