



By-Laws

| Article | Subject | Page |
|----------------|-------------------------------|-------------|
| Article 1 | Definitions | 2 |
| Article 2 | Board | 2 |
| Article 3 | Elections and Terms of Office | 2 |
| Article 4 | Duties of the Officers | 4 |
| Article 5 | Meetings | 5 |
| Article 6 | Dues | 5 |
| Article 7 | Method of Voting | 5 |
| Article 8 | Committees and Working Groups | 6 |
| Article 9 | Finances | 6 |
| Article 10 | Membership Types | 6 |
| Article 11 | Method of Electing Members | 7 |
| Article 12 | Amendments | 8 |

Bylaws of the Rotary Club of Boronia

Article 1 Definitions

1. Board: The board of directors of this club.
 2. Committee: A group of members assigned by the President to coordinate a specific subset of the club's activities.
 3. Constitution: The Standard Rotary Club Constitution, as adopted by a ballot of the members of this club.
 4. Director: A director on this club's board.
 5. Member: A member, other than an honorary member or corporate alternate member, of this club.
 6. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
 7. RI: Rotary International.
 8. Statutory Committee: Each of the committees listed in Article 11, Section 7 of the Constitution.
 9. Working Group: A sub-committee or ad-hoc task force assigned to oversee specific projects or tasks.
 10. Year: The 12-month period beginning 1 July.
-

Article 2 Board

- Section 1 — The governing body of this club is its Board of Directors, consisting of, at a minimum, the President, Immediate Past President, President-Elect, Secretary, and Treasurer as executive officers.
- Section 2 — The Chairpersons of the club's Committees also sit on the Board as ordinary Directors.
-

Article 3 Elections and Terms of Office

- Section 1 — One month before elections, members nominate candidates for President, Secretary, Treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.
- Section 2 — The candidate who receives a majority of the votes for each office is

declared elected to that office.

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The **terms of office** for each role are:

| | |
|--------------------------|---|
| President-Nominee | From the date of election until the end of that Rotary year |
| President-Elect | one year |
| President | one year |
| Immediate Past President | one year |
| Treasurer | one year |
| Secretary | one year |
| Director | one year |
| Sergeant at Arms | one year. The Sergeant is elected in accordance with Article 24, Section 2 of the Constitution. The Sergeant does not sit on the Board. |

Section 6 Eligibility for Holding Office

Any dues-paying members listed in RI's database (which includes primary corporate members) are eligible to hold office. Honorary and alternate corporate members are not eligible.

Section 7 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 the Nominating Committee

The Nominating Committee will comprise such of the President, President-Elect, a Past President and a member of good standing 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 the 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 Nominating Committee shall be by majority vote.

(e) Meeting of Nominating Committee

The Nominating Committee will meet no later than 7 weeks before the Annual General Meeting.

(f) Recommendations of the Nominating Committee

Four weeks prior to the Annual General Meeting 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.

(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 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 prior to the Annual General meeting unless time is extended by the Board.

(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 4 Duties of the Officers

Section 1 — The President presides at club and board meetings.

Section 2 — The Immediate Past President serves as a director on the Club Board.

Section 3 — The President-Elect prepares for his or her year in office and serves as a director.

Section 4 — The President-Elect or Immediate Past President presides at club and board meetings when the President is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The Secretary keeps membership and attendance records.

Section 7 — The Treasurer oversees all funds and provides an accounting of them.

Section 8 — The Sergeant maintains order at club meetings and is also responsible for conducting a light-hearted 'fines' session at meetings.

Article 5 Meetings

Section 1 — This club meets as follows: every Tuesday of every month at 7.00 p.m. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 2 — Board meetings are held each month. Special meetings of the Board may be called with reasonable notice by the President or upon the request of two directors.

Article 6 Dues

Annual club dues are set by a joint meeting of the current and incoming Boards each year and published to the members prior to the start of the year to which they apply.

The following categories of membership fees, which shall be determined annually by the Board prior to the commencement of the Rotary Year, apply:

Active Members

Corporate Members

Family members

There are no dues payable for corporate alternate members or honorary members.

Fees are paid as follows: either annually, or in two half-yearly instalments.

Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment. If a magazine is available in either online or hard copy format a levy may be applied for members wishing to receive the hard-copy option.

Members joining part way through a year are charged membership dues on a monthly pro rata basis for the remainder of the year of joining.

Article 7 Method of Voting

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 8 Committees and Working Groups

- Section 1 — This club's Committees comprise the Statutory Committees defined by the Constitution and such other Committees as the Board may decide from time to time.
- Section 2 — Each committee's chairperson is responsible for the regular meetings and activities of the Committee, supervises and coordinates its work, and reports to the Board on all Committee activities.
- Section 3 — The Board or a committee chair may appoint a sub-committee or working group for a specific project or task should this be desirable.
- Section 4 — The President is an ex officio member of all committees, sub-committees and working groups.
-

Article 9 Finances

- Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.
- Section 2 — The Treasurer deposits club funds in a financial institution or institutions designated by the Board, divided into multiple accounts: one for club operations, one for service projects and one each for any current projects supported by grants received from The Rotary Foundation.
- Section 3 — Bills are paid by the Treasurer or another authorized officer and approved by at least one of two other officers or directors.
- Section 4 — A qualified person conducts a thorough annual review of all financial transactions.
- Section 5 — Club members will receive an annual financial statement of the club. An audited annual financial report, with current and previous year income and expenses, is presented at the annual meeting.
- Section 6 — The fiscal year is from 1 July to 30 June.
-

Article 10 Membership Types

The Rotary Club of Boronia offers the following types of membership:

- 1. Active member** - an individual who is registered with RI, including all members of any satellite club/s of the Rotary Club of Boronia.
- 2. Family members** - two members of an immediate family who are both registered with RI as members.
- 3. Honorary member** - an associate of the club elected by the Board, including corporate alternate members. Honorary members are exempt from fees. They

may attend club meetings and functions but cannot hold office or vote.

4. Corporate member - a representative of a business, professional practice, not-for-profit entity, government agency or educational institution.

a) Qualifications - The owners, directors, members and employees of any corporate entity are eligible for corporate membership of the Rotary Club of Boronia.

b) Members - Subject to the approval of the club's Board, the corporation may designate ONE representative to serve as their primary member of the Rotary Club of Boronia and any number of owners, directors, members or employees to be alternates.

Primary corporate members for whom RI dues have been paid are registered as active members in RI's database. They are listed as official members of the club and noted in the club membership register as primary corporate members of the named business.

Nominated alternates, following approval by the Board, become honorary members of the club. Any alternate members who wish to become active Rotarians may apply to join the Rotary Club of Boronia as individual members.

c) Attendance - All members (primary or alternates) are entitled to attend any regular meeting or function of the club or any other Rotary club or district.

d) Meeting Costs - All corporate members (primary or alternates) attending any Rotary meeting or function will be required to cover the cost of their attendance.

e) Votes and Quorum - For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the business has one primary member who is reported as an active, RI dues paying member, it will have only one vote which will be made by the designee attending the meeting at which the vote is taken.

If this representative is also a dues-paying individual Rotary member, they may vote once for the corporation and once on their own behalf.

Article 11 Method of Electing Members

Section 1 — A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.

Section 2 — The prospective member is educated about Rotary and membership requirements and asked to sign the membership proposal form and to permit his or her name and proposed classification to be conveyed to the Club.

Section 3 — The prospective member's references are checked, and the board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 4 — If the board approves the candidate's membership the prospective member's name and classification are notified in writing to the members of the club. If no member of the Club submits a written objection including reasons for the objection, to the Board within seven days after the Club is notified of the prospective member, that person, upon payment of the then current dues or a proportional part of them as the Board determines is considered to be elected to membership. If an objection has been filed with the Board, the Club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after payment of dues as set out above.

Article 12 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change.

Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.