

Bylaws of the Rotary Club of St. John's East

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Article 1 Definitions

In these Bylaws the following terms shall have the meanings as set out below, unless the context otherwise requires:

- (1) **RI:** Rotary International.
- (2) **Year:** The twelve-month period that begins on 1 July.
- (3) **Club:** The Rotary Club of St. John's East
- (4) **Board:** The Board of Directors of this **Club**.
- (5) **Executive:** President, Vice-President, Secretary, Treasurer and Past President (immediate).
- (6) **Officer:** A member of the **Executive**
- (7) **Director:** A member of the **Board** of the **Club**.
- (8) **Member:** A full voting club member who is in good standing with the **Club**.

Member includes: **Individual** members
Family members
Corporate *Primary* members
Young Professional members

Member excludes: **Honorary** members
Corporate *Alternate* members
- (9) **Individual Member:** A person who has been elected to be a member of the **Club**.
- (10) **Family Member:** A close relative (i.e. immediate family) of an **Individual Member** of the club who normally resides at the same address as the **Individual Member**.
A **Family Member** has the same rights and privileges as an **Individual Member**.
- (11) **Corporate Member:** Corporate membership is designed to allow a corporation, at the discretion of the **Board**, to become a member of the **Club**, allowing up to five (5) of its staff to actively participate in club activities.

Corporate membership requires that one person from the staff of the corporation be named as the **Corporate *Primary* Member**. A **Corporate *Primary* Member** has the same rights and privileges as an **Individual Member**.

Up to four (4) other people from the staff of the corporation may be named as **Corporate *Alternate* Members**. **Corporate *Alternate* Members** may participate in activities of the **Club** but may not vote or be elected as a **Director** or **Officer** of the **Club**.

Only the **Corporate *Primary* Member** will be registered with **RI**.

The designated **Corporate *Primary* Member** cannot be changed during the (Rotary) **Year**.
- (12) **Young Professional Member** A person who, on joining the **Club**, was 35 years old or younger and who has not yet completed a full (Rotary) **Year** as a member of the **Club**. A **Young Professional Member** has the same rights and privileges as an **Individual Member**.

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Article 2 Board

- (1) The governing body of this club shall be the Board consisting of the five (5) Officers and five (5) Directors elected in accordance with Article 3, Section 1 of these bylaws (below).
- (2) Officers shall serve for a one-year term in the position.
- (3) Directors shall serve for a two-year term.
- (4) The immediate past President shall be entitled to serve an additional one-year term as an Officer of the club.
- (5) The Chair of the Rotary Club of St. John's East Foundation is entitled to act as a Director of the Club and attend Board meetings.
- (6) Any board member who resigns his or her position on the board before the end of his or her term may be replaced by another member elected in accordance with Article 3.

Article 3 Election of Directors and Officers

Section 1 Directors and Officers

- (1) All members in good standing shall be eligible for election to the position of Treasurer or Secretary with no requirement for a member to have previously served as a Director of the Club.
- (2) All members in good standing shall be eligible for election as a Director.
- (3) A member serving a term as Director shall at anytime be eligible to resign the position and seek election as an Officer of the Club.

Section 2 President and Vice President

- (1) The member occupying the office of Vice-President shall become President in the succeeding year.
- (2) To be eligible for election to the position of Vice-President, a member must have previously served as either Treasurer or Secretary of the Club.
- (3) Only if the Vice-President is unable or unwilling to assume the office of President, shall nominations be received and an election be held for the office of President.
- (4) In the event that an election for the President is required, a member must have previously served as an Officer of the Club.

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Section 3 Directors

- (1) A Director may serve a maximum of two terms (i.e. four years) unless elected to the position of Officer.
- (2) A Director who has served the maximum of two terms (i.e. four years) may not serve again as a Director until a period of two years has elapsed after the end of the Director's second term.
- (3) A vacancy in the Board or any office shall be filled using the election process described in Article 3, Section 4.
- (4) The Board shall appoint a Duty Group Coordinator as needed.

Section 4 Elections

- (1) The Past President shall act as the Chief Returning Officer for all elections and by-elections.
- (2) Notice of an election or by-election of Officers and/or Directors, together with the corresponding call for nominations, shall be given at least 21 days prior to the date for the election.
- (3) The Chief Returning Officer shall ask for nominations by members of the club for Vice-President, Secretary, Treasurer, and Directors.
- (4) The election of four Directors shall be staggered with two Directors to be elected in alternate years.
- (5) The nominations duly made shall be listed in alphabetical order under each office in an email or alternative format accessible by all Members.
- (6) Voting shall be conducted using one of the methods set out in Article 7 no later than December 31st.
- (7) Votes shall be scrutinized by two members of the Club who are not running as candidates in the election.
- (8) The candidates for Vice-President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices.
- (9) The candidates for Director receiving a majority of the votes shall be declared elected as Directors.
- (10) The Officers and Directors, so elected, together with the immediate Past President shall constitute the Board and will take office on July 1st of the following year.

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Article 4 Duties of Officers

Section 1 President.

- (1) 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 pertain to the office of President.

Section 2 Vice-President.

- (1) 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 pertain to the office of Vice-President.

Section 3 Secretary

- (1) 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;
 - ensure that RI receives accurate reports of the membership on 1 January and 1 July each year;
 - and perform other duties as usually pertain to the office of Secretary.

Section 4 Treasurer

- (1) 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 pertain to the office of Treasurer.
- (2) 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.

Section 5 Past President

- (1) It shall be the duty of the Past President to serve as the Chief Returning Officer.
- (2) Other duties shall be such as are usually prescribed for such office and as may be prescribed by the President or the Board.

Section 6 Duty Group Coordinator

- (1) The Duty Group Coordinator shall be responsible for overseeing duty group responsibilities and assuming other duties as may be prescribed by the president or the board.

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Article 5 Meetings

Section 1 Regular Meetings

- (1) The regular weekly meetings of this club shall be held on Friday at 07:30 hours.
- (2) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.
- (3) One-third of the membership shall constitute a quorum at the regular meetings of the Club or at Club Assemblies

Section 2 Board Meetings

- (1) Regular meetings of the Board shall be held monthly.
- (2) The President may, with due notice, cancel any regular board meeting subject to the limitations of Article 5Section 2(3).
- (3) The Board but shall meet at least ten (10) times per year unless prevented from doing so by extraordinary circumstances.
- (4) 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.
- (5) A majority of the Board shall constitute a quorum of the Board.
- (6) The Directors may pass a resolution without a Board meeting if the motion is moved by the President or any two Directors and notice of the motion is delivered to all Directors by email at the same time and a majority of the Directors consent to the motion via email or other written format.

Section 3 Annual General Meeting

- (1) On or before the last day of January each year, the Board shall hold an Annual General Meeting (AGM) of the Club to receive the Club's financial statements for the preceding Rotary Year and to conduct such other business as the Board or the Members deem appropriate.
- (2) The Board is required to send to all Members at least two (2) weeks in advance, notification of the date, time and location of the AGM.

Article 6 Fees and Dues

- (1) The membership dues for Individual, Family, Corporate and Young Professional members shall be reviewed and set annually by the Board.
- (2) Dues for Family Members will be lower than for Individual Members.
- (3) Dues for Corporate Members will be higher than for Individual Members.
- (4) Dues shall normally be payable annually before the first day of July, with the understanding that a portion of each semi-annual payment shall be applied to each member's subscription to the RI official magazine.

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- (5) At the discretion of the board, members may be allowed to pay membership installments deemed acceptable by the Board.
- (6) The membership may be revoked for any member who has not paid dues within 90 days of the due date.

Article 7 Method of Voting

- (1) The business of this club shall be transacted by means determined by the Board except the election of Officers and Directors, which shall be by a vote of the membership of the club as described in Article 3.
- (2) The Board may determine that a specific resolution be considered by a vote of the membership.
- (3) A vote of the membership of the club may, at the discretion of the President, be conducted (i) by a show of hands at a regular club meeting (ii) a ballot (iii) via email or (iv) using a suitable internet based meeting system.
- (4) If an internet based voting system is to be used for voting, it must be established that the system does not have the effect of excluding any member from participating in the vote.

Article 8 Five Avenues of Service

- (1) The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.
- (2) They are Club Service, Vocational Service, Community Service, International Service and Youth Service.
- (3) This club will be active in each of the five Avenues of Service.

Article 9 Committees

- (1) Directors are charged with carrying out the annual and long-range goals of the club and overseeing the committees for which they are responsible.
- (2) The President, Vice-President and immediate Past President are required to work together to ensure continuity of leadership and succession planning.
- (3) The President is responsible for appointing Committee Chairs.
- (4) The Vice-President and Committee Chairs shall be responsible for appointing members, and conducting planning meetings prior to the start of the year in office.
- (5) There will be committees for:
 - **Membership Engagement** – The focus should be to develop and implement a comprehensive plan for the recruitment, on-boarding, engagement, retention and recognition of members and those who support Rotary.
 - **Rotary Foundation** – The focus should be to develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

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- **Club Public Relations/Communications** – The focus should be to develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities and to communicate information about the Club to the membership, as requested by the Board and the Duty Group Coordinator.
- **Service Committee(s)** – The focus of service committees should be to develop and implement educational, humanitarian, and vocational projects that address the needs of the community and communities in other countries.

- (6) Additional ad hoc committees may be appointed as needed.
- (7) The President shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (8) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board.
- (9) Except where special authority is given by the Board, such committees shall not take action until a report has been made to the board and has been approved by the Board.
- (10) 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 10 Duties of Committees

- (1) The duties of all committees shall be established and reviewed by the President for her/his year.
- (2) In declaring the duties of each, the President shall reference appropriate RI materials.
- (3) The service committees will consider the Avenues of Vocational Service, Community Service, International Service and New Generations Service when developing plans for the year.
- (4) 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.
- (5) It shall be the primary responsibility of the Vice-President and Chairs of Committees to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article 11 Finances

- (1) The board shall manage the Club's finances to ensure that the Club expenditures are appropriate to the goals and in accordance with the expressed wishes of the overall club membership.
- (2) The Treasurer shall deposit all Club funds in a bank, named by the Board.
- (3) All bills shall be paid by the Treasurer or other authorized Officer only when approved by two other Officers or Directors.
- (4) A review of all financial transactions by a qualified person shall be made once each year.

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- (5) The fiscal year of this club shall extend from July 1 to June 30.
- (6) The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Article 12 Proposing, Electing and Terminating Members

- (1) In order to become a Member, a person must be at least nineteen years of age, demonstrate good character, integrity and leadership, possess a good reputation within their business, profession, and/or community, and be willing to serve in their community and/or around the world.
- (2) The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the club Secretary or Membership Chair.
- (3) The prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. The prospective member shall be required to sign the Membership Proposal Form acknowledging the privileges and responsibilities of membership and permitting his or her name and background information be published within the Club.
- (4) 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.
- (5) The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
- (6) The Board shall approve or reject the proposal within 30 days of its submission and shall notify the proposer, through the club Secretary, of its decision.
- (7) 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 publication of information about the prospective member, that person shall be considered to be elected as a Member.
- (8) 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 shall be considered to be elected to membership.
- (9) Following the election, the President shall arrange for the new member's induction and new member Rotary literature.
- (10) The President or Secretary will ensure that information on each new member is reported to RI and will assign a member to assist with the new member's assimilation to the club.
- (11) The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.
- (12) The Board may terminate the membership in the Club of any Member, Corporate Member (Primary or Alternative), Family Member, Young Professional Member, or Honorary Member who is not in good standing, has been charged with or convicted of a criminal offence, or for other good cause as determined by the Board.

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- (13) All members are required to participate in Club activities at least to the minimum mandated by the RI standard Club constitution.
- (14) To maintain membership in good standing, a Member must continue to have the qualifications for membership as set out in Article 12(1), not be more than 90 days late in payment of dues, and meet the participation requirements set out in Article 12(13).
- (15) If a Member is not in good standing for a period of 60 days, the Secretary may serve notice that the Member may be subject to termination unless the Member returns good standing within 30 days.

Article 13 Resolutions

- (1) The club shall not consider any resolution or motion to commit the club on any matter until the Board has considered it.
- (2) Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

Article 14 Rotary Club of St. John's East Foundation

- (1) The Board is responsible for establishing an independent body known as Rotary Club of St. John's East Foundation through which all monies raised for charitable works shall be directed and administered.
- (2) The Board is responsible for the election and appointment of members to the Foundation Board.

Article 15 Amendments

- (1) These bylaws may be amended using one of the voting methods set out in Article 7, if approved by a two-thirds vote of members casting a vote, provided that notice of such proposed amendment shall have been sent to each Member at least ten (10) days before such a vote.
- (2) 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.

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