

Bylaws of the Rotary Club of Eastern Hutt Incorporated

*Adopted by unanimous vote at an ordinary meeting of the club on 21 February 2011.
David Thompson, Club Service Director.*

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Bylaws of the Rotary Club of Eastern Hutt Incorporated

Article 1 Definitions and Interpretation

1. Board: The Board of Directors of this club for the time being in office.
2. Director: A member of the club's Board.
3. Member: A member, other than an honorary member, of this club, both as defined in the constitution.
4. RI: Rotary International.
5. Rotary Year: The twelve-month period that begins on 1 July.
6. Words in italics are for reference or explanatory purposes only and do not constitute part of the bylaws for the purpose of interpretation.
7. These bylaws and any amendments are subject to the constitution and bylaws of RI and the constitution of the club. Insofar as any bylaw appears to conflict with any of the same it shall be read and construed as applicable to the extent that it does not conflict.
8. Insofar as any power or right is given to any officer, director, the board or the club in a general meeting, it shall be construed as being subject to and qualified by the terms of these by-laws.

Article 2 Board

{Constitution Article 10}

Section 1 - The governing body of this club shall be the board which shall consist of the following 4 members: the president, the immediate-past-president (vice-president), the president-elect, and the president-nominee.

Section 2 - At the discretion of the board, also added can be up to 6 additional directors and also the secretary, treasurer and sergeant-at-arms, all appointed in accordance with Article 4 of these bylaws.

Section 3 - The composition of the board at the date of adoption of these bylaws shall be deemed compliant with the above Sections 1 and 2 but the board may from time to time with effect from a date specified by the board, vary the composition of the board in accordance with Section 2, any such variation to be effective until further resolution of the board.

Section 4 - Any power or authority or jurisdiction not reserved by the constitution or bylaws to a designated officer, committee, or the club membership in general meeting, shall be exercisable by the board.

Article 3 Tenure

Section 1 - The secretary and treasurer shall, subject to reaffirmation at the annual meeting, continue in office until they resign, or their tenure is determined by the board.

Section 2 - Each other officer or board member shall hold office only for the Rotary year for which he or she is appointed, except that those in Article 2 Section 1 shall continue after the expiration of such year, if a replacement has not by then been appointed, until such appointment is made.

Article 4 Election of Officers and Appointment of Additional Directors {Const. Article 10}}

Section 1 – The additional directors and the sergeant-at-arms for the ensuing Rotary year shall be appointed by the president-elect and for preference be announced at the annual meeting.

Section 2 – A nominating committee shall be established not less than 1 month prior to each annual meeting. The nominating committee shall comprise all past-presidents of the club who are active members, the president, the president-elect, and the president-nominee, together with another active member elected by the club. Five such persons shall constitute a quorum.

Section 3 – The presiding officer shall also ask club members for nominations not less than 1 month before the date of the annual meeting. Nominations must be delivered to a member of the nominating committee before the advertised date of that committee's meeting.

Section 4 – The nominating committee shall nominate the following officers for the ensuing Rotary year: the president-nominee, the secretary where the position becomes vacant, and the treasurer again where the position becomes vacant. The nominating committee shall recommend only one individual for each vacant office.

Section 5 – At the annual meeting, if the nominating committee's recommendation is not unanimously accepted, an election is required. The names of the candidates shall be collected, placed in alphabetical order under each office and voted on by ballot. The candidate receiving a majority of the votes shall be declared elected.

Section 6 – A vacancy in the board or any office shall be temporarily filled by action of the remaining directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 5 Duties of Officers and Additional Directors

Section 1 – President. The president shall preside at meetings of the club and of the board and perform other duties as ordinarily pertain to the office of president.

Section 2 – Immediate-Past-President. The immediate-past-president shall serve as vice-president, preside at meetings of the club and board in the absence of the president, serve as Rotary foundation director and perform such other duties as may be prescribed by the president or the board.

Section 3 – President-elect. The president-elect shall serve as club service director, chair the club service committee and perform such other duties as may be prescribed by the president or the board.

Section 4 – President-nominee. The president-nominee shall serve as membership director, chair the membership committee, and perform such other duties as may be prescribed by the president or the board.

Section 5 – Secretary. The secretary shall send out notices of club and board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership due on 1 January and 1 July of each year; report changes in membership; make any annual returns required by the Registrar of Incorporated Societies; and perform other duties as usually pertain to the office of secretary.

In the absence of an attendance secretary, the secretary shall keep membership records, record attendance at meetings, and provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month.

Section 6 – Treasurer. The treasurer shall have custody of all funds of the club; account for them to the club annually and at any other time upon demand by the board; collect and remit per capita dues to RI for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of treasurer.

Upon retirement from office, the treasurer shall deliver to the incoming treasurer or to the president all funds, books of accounts, and any other club property.

Section 7 – 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.

Section 8 – Additional Directors. The additional directors shall serve as committee chairpersons or be responsible for stand-alone functions as the president or board may direct.

Article 6 Meetings

{Constitution Articles 6 and 9}

Section 1 – Annual Meetings. The annual meeting of the club shall be held on a date determined by the president in November or December each year at which time: officers and directors to serve for the ensuing year shall be finalised; the annual financial statements shall be considered for approval; other business as the president or board may require shall be conducted.

Section 2 – Regular Meetings. Regular weekly meetings of this club shall be held on each Monday excepting public holidays and such other Mondays as may be resolved by the Board, and shall be open for fellowship at 5.30pm for 6.00pm start unless resolved otherwise. Reasonable notice of any changes in or cancellation of the regular meeting dates and times shall be given to all members of the club. The requirements for counting of members as present or absent are set out in Article 9 of the Constitution.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

Section 4 – Board Meetings. Regular meetings of the board shall be held on the date each month nominated by the president. 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.

Section 5 – A majority of the directors including at least one of those in Article 2 Section 1 shall constitute a quorum of the board.

Section 6 – Non Smoking. Venues are non-smoking for the duration of meetings.

Article 7 Fees and Dues

{Constitution Article 11}

Section 1 – An admission fee may be fixed from time to time by the board.

Section 2 – Membership dues shall be as determined by the board, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. The board may fix a discount for members who are unwaged.

Article 8 Decision Making By The Club

Section 1 - Any decisions within the jurisdiction of the club membership (as distinct from

the board) shall be made by viva voce vote (i.e. by vocal assent) except:-

- (a) The president may determine a vote be taken (or re-taken) by show of hands or ballot where voting in the voices is considered by the president to be indeterminate or otherwise inappropriate;
- (b) The board may resolve that any matter or class of matter be determined by secret ballot.

Section 2 - The method and the order of business, including that set out in Article 16, at any meeting of the club shall be determined by the presiding officer.

Section 3 - Speaking rights shall be exercised by members with courtesy, dignity and goodwill, and in a manner consistent with Rotary's four-way test.

Section 4 – Deliberations of the nominating committee required by Article 4 Section 2 shall remain confidential to that committee.

Article 9 Five Avenues of Service

{Constitution Article 5}

The Avenues of Service are the philosophical and practical framework for the work of the club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. The club shall be active in each Avenue of Service.

Article 10 Committees

Section 1 – The president, prior to or after taking office, shall appoint committees and committee chairpersons for his or her year for the avenues of service set out in Article 9.

Section 2 – The president may appoint other committees or subcommittees and their chairpersons, each including at least two other members, as he or she deems necessary.

Section 3 – In appointing to committees, the president shall have regard to continuity of committees and appoint one or more members for a second term.

Section 4 – The president shall be an ex-officio member of all committees and as such shall have all the privileges of membership.

Section 5 – Each committee shall deal with matters originating within the committee or business assigned to it by the board or president.

Section 6 – Each chairperson 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 committee activities.

Section 7 – No action may be taken to commit the club to any course of action or any expenditure or to commit the funds or property of the club without prior approval of the board.

Article 11 Duties of Committees

Section 1 – Planning. The duties of all committees shall be established and reviewed by the president for his or her year. In doing so, the president shall reference appropriate RI materials and the Avenues of Service. Each committee shall have a specific mandate, clearly defined goals, and action plans established and presented to the board in advance of the commencement of the year.

Section 2 – Committee Chairpersons. The chairperson of each committee shall be responsible for the leadership and direction of his or her committee; delivery of the goals planned for or subsequently assigned; regularity of committee meetings; and preparation of reports to the board.

Section 3 – Functions of Committees. The functions of committees appointed shall be determined by the board who may combine or subdivide various functions and rename the reconstituted committees or sub committees. The possible functions of committees or subcommittees set out in Schedule 1 may guide, but do not bind the board.

Article 12 Leave of Absence

{Constitution Article 9}

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 no longer than twelve months.

Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the constitution is not computed in the attendance record of the club.

Article 13 Finances

Section 1 – The treasurer shall deposit all club funds into bank accounts approved by the board.

Section 2 - Club funds shall be divided into two separate parts: club operations funds and service projects funds.

Section 3 – Club operations funds shall include monies received from subscriptions, meeting attendance fees, and fellowship activities, and may include other monies not received as a result of fundraising for charitable purposes, and not specified by the payer to be for charitable purposes. Club operations funds may be used for the operation and administration of the club and provision of club fellowship activities. Subject to adequate provision being retained for the operations commitments and liabilities of the club, a meeting of the club may transfer any amounts of club monies on hand to service projects of the club.

Section 4 – Service projects funds are monies received or earned for service projects or other charitable purposes and may only be used (subject to application of the actual costs of establishing and operating the service project or fundraising activity) for the respective purposes for which such monies are raised or received. Such monies shall be kept in a separate account or accounts from club operations funds, and shall be the subject of project by project or purpose by purpose accounting. No member shall receive a financial benefit from such monies (except for pre-approved reimbursement of out of pocket expenses incurred in relation to the project). A member at a board or committee meeting deciding upon the application of such monies shall declare any material personal interest or refrain from advocating a position or voting on the same.

Section 5 – All accounts shall be paid by cheque signed by any two of the president, secretary, president-elect or treasurer.

Section 6 – The treasurer shall have prepared a balance sheet incorporating the assets and liabilities, receipts and expenditure and statement of any mortgage, charges and securities affecting the club's property for the last fiscal year and have it audited as may be determined by the board from time to time.

Section 7 - Any person joining the club may have the annual subscription abated by the board to the period of months remaining in the current fiscal year.

Section 8 – The fiscal year of the club shall be from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 9 – At the beginning of each fiscal year the board shall prepare a budget of estimated income and expenditure for the year.

Article 14 Method of Electing Members

{Constitution Article 7}

Section 1 – Qualifications for active membership of the club are set out in Article 5 Section 2 the RI constitution, repeated for convenience in Schedule 2 of these bylaws.

Section 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 membership director. 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.

Section 3 – The board shall ensure that the proposal meets all the classification and membership requirements of the constitution.

Section 4 – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the membership director, of its decision.

Section 5 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 6 – 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, upon payment of the admission fee (if not an honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not an honorary membership), shall be considered to be elected to membership.

Section 7 - The secretary shall arrange for manufacture of a name plate badge and provide a lapel badge and information pack prior to the induction of the new member.

Section 8 - After election, the president shall: assign a member to assist with the new member's assimilation; assign the new member to a club project or function; formally induct the new member at an ordinary meeting of the club.

Section 9 - After election the secretary shall report the new member information to RI.

Section 10 – The club may elect, in accordance with the constitution, honorary members proposed by the board.

Section 11 – Objections. Any objection to the prospective member must be in writing stating reasons and be delivered to the secretary within 7 days following publication. Upon receipt of an objection the secretary shall ask the board to consider this at a regular meeting of the board or shall arrange a special board meeting. The board shall consider the written objection and if it thinks fit, invite the objector to attend the board meeting. A ballot shall be conducted by the board on the prospective member. If any negative votes are cast by

members of the board in attendance then such prospective member shall not be elected.

Article 15 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 any decision on the proposal being made at the club meeting.

Article 16 Order of Business for Regular Meetings

At the discretion of the president;
Meeting called to order.
Introduction of visitors.
Correspondence, announcements, and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 17 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been given to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

Article 18 Notices

Section 1 - Notices required to be given to members shall be deemed to have been duly given to a club member if given either:-

- (a) By email communication sent to an email address for club members on the club's current membership list or otherwise known to be used by that member;
or
- (b) In writing posted to the last postal address of that member recorded in the club records; or
- (c) By insertion in the club's weekly publication circulated to members (or made available on the tables at club meetings).
- (d) In writing and delivered by hand.

No notice of meetings to consider proposals need be given to honorary members or members on leave of absence for a period beyond the proposed time of meeting in respect of which notice is given.

Schedule 1 – Committee Functions (Non-Binding)

{Refer Article 11 Section 3}

Club Service Committee

Responsible for the following and for any implementation subcommittees:

- Sergeant-at-Arms.
- Programme – arrange the programme for regular and special meetings of the club and particularly a varied selection of guest speakers.
- Bulletin - publish and distribute a weekly magazine to club members, the DG and other selected clubs. The Bulletin provides members with information about club activities, gives notice of forthcoming meetings, and contributes to the Rotary education of members.
- Fellowship – promote acquaintance and friendship between members; promote participation by members in organized Rotary recreational and social activities.
- Regalia – maintain club regalia and equipment. Set up the meeting room in advance of regular and special meetings of the club.
- Welfare and Health.

Membership Committee

Responsible for the following and for any implementation subcommittees:

- Membership Development – thoroughly investigate eligibility of persons proposed for membership and report assessments to the Board. Take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications and give prospective members information about the privileges and responsibilities of club membership.
- Classifications – maintain and review a register of classifications appropriate to the community and club. Keep the club and board aware of unfilled classifications.
- Attendance - encourage attendance at club meetings or at other clubs when that is not possible. Keep members informed on attendance requirements. Promote the importance of good attendance. Seek to ascertain and remove the conditions that contribute to unsatisfactory attendance of any member.
- Rotary Information - give members, especially new members, adequate understanding of the privileges and responsibilities of membership; give members information about Rotary, its history, objects, scope and activities; give members information as to developments in the administration and operation of RI.
- Club History.
- District Conference - encourage and facilitate attendance at the annual District Conference and any other functions organized or arranged on a district basis.

Vocational Service, Community Service, International Service, and New Generations Service Committees

- Each committee and any subcommittees shall deal in matters relating to its

respective area of service.

- The New Generations Service Committee shall liaise with any sponsored Rotoract or Interact Club.

Public Relations

Devise and implement plans to keep the public generally informed about Rotary, its history, object and scope, and to publicize club activities and achievements.

Rotary Foundation

Keep the club informed about Rotary Foundation matters and about opportunities the club and individuals may have to support the foundation.

Major Projects

Devise and implement major projects (as defined by the board from time to time) across any or all of the avenues of service. Seek sustainable income streams for future years.

Schedule 2 – Qualifications for Active Membership

{Refer to Article 14 Section 1}

Following is from Article 5 Section 2 the RI constitution.

Article 5 Membership

Section 2 Composition of Clubs.

- (a) A club shall be composed of active members each of whom shall be an adult person of good character and good business, professional and/or community reputation,
- (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
 - (2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
 - (3) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
 - (4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
 - (5) having the status of Rotary Foundation alumnus as defined by the board

and

having his or her place of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to meet all conditions of club membership.

- (b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.
- (c) The bylaws of RI may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.