

Bylaws of the Rotary Club of Kowloon Golden Mile (RCKGM)

Article I: Definitions

1. Board: The Board of Directors of RCKGM.
2. Director: A member of the Board of Directors of RCKGM.
3. Member: A member, other than an Honorary member, of this club.
4. RI: Rotary International
5. Year: The twelve months period commencing on 1st July every year
6. Honorary Member: A member as defined by Article 14 (a) of these Bylaws.

Article 2: Board

The governing body of this Club shall be the Board consisting of 6 Officers comprising of the President, Vice-President, President-elect, Honorary Secretary, Honorary Treasurer and the Sergeant-at-Arms. At the complete discretion of the Board, up to 9 directors may be elected in accordance with Article 3, section I of these Bylaws. The Immediate Past President may also be appointed to the Board.

Article 3: Election of Directors and Officers

Section 1 - At a regular meeting not less than one month prior to the meeting for the election of Officers of the Club, the President shall invite for nominations by members of the Club for the position of President, Vice-President, President-Elect, Honorary Secretary and Honorary Treasurer and for up to 9 Directors. The nominations may be presented by a nominating committee or by members from the floor, or by either manner as the Club at a regular meeting may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual General Meeting of the Club. The candidates for President, Vice-President, President-Elect, Honorary Secretary, and Honorary Treasurer receiving a majority of the votes shall be declared duly elected to their respective offices. The candidates for Director receiving a majority of the votes shall be declared duly elected as Directors. The candidate for President-Elect shall serve as a Director for the year commencing on the first day of July next following the election and shall assume office as President commencing on 1st July immediately following that year.

Section 2 - The Officers and Directors so elected, together with the Immediate Past President shall constitute the Board. Within one week after their election, the Directors-elect shall meet and nominate a member of the club to act as Sergeant-at-Arms for the forthcoming Rotary year commencing on 1st July.

Section 3 - A vacancy in the Board or any Office may be filled by a majority decision of the remaining members of the Board at their complete discretion.

Section 4 - A vacancy in the position of any Officer-elect or Director-elect may be filled by a majority decision of the remaining members of the Board at their complete discretion.

Article 4: Duties of Officers

Section 1 - President. It shall be the duty of the President to preside over regular meetings of the Club and of the Board and to undertake such other duties as ordinarily relate and attach to the office of President.

Section 2 - President-elect. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed or directed by the President and/or the Board.

Section 3 - Vice-President. It shall be the duty of the Vice-President to preside at regular meetings of the Club and of the Board in the event of the absence of the President and to perform other duties as ordinarily relate and attach to the office of Vice-President.

Section 4 – Honorary Secretary. It shall be the duty of the Honorary Secretary to, inter alia, preserve and maintain the membership records, record of attendance by members at regular meetings or Fellowship meetings, send out notices of the Club, Board and Committee meetings, to record and preserve the minutes of such meetings, to report as required to RI, including the semi-annual reports of membership on 1st January and 1st July of each year, which shall include the per capita dues for all members and pro-rated dues for active members who have 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 submitted to the District Governor within 15 days of the last meeting of the month, collect, distribute or disseminate the RI official magazine to members and undertake all such other duties as usually relate and attach to the office of the Honorary Secretary.

Section 5 – Honorary Treasurer. It shall be the duty of the Honorary Treasurer to have custody of all funds of the Club, accounting for it annually to the Club or at any other time when requested by the Board, and to perform all other duties as relate and attach to the office of Honorary Treasurer. Prior to retirement from office, the Honorary Treasurer shall take all necessary steps to ensure a smooth and efficient handing over to the new in-coming Honorary Treasurer and/or to the in-coming President all funds, books of accounts and/or any other property of the Club.

Section 6 - Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and all other duties as may be prescribed or directed by the President and/or the Board from time to time.

Article 5: Meetings

Section 1 - Annual General Meeting. An annual general meeting of the Club shall be held on a date not later than 31st December of each year, at which time the election of Officers and Directors to serve the Club for the following Rotary year shall take place.

Section 2 - The regular meeting of the Club shall be held on the second and third Wednesday of each month (except

public holidays) at 1:00 p.m. or on such other Wednesdays as the Board may decide. Due notice of any changes to or cancelling of a regular meeting shall be given to all members of the Club. All members, save for an Honorary member (or a member excused pursuant to the standard Rotary Club constitution) in good standing of the Club on the day of the regular meeting must be accounted for as being present or absent. In order to constitute an attendance, the member must be present for at least sixty percent (60%) of the time allocated to the regular meeting, whether at this Club or at any other Rotary club meeting, or as otherwise provided in the standard Rotary Club constitution, Article 9, Sections 1 and 2.

Section 3 – The regular meetings and/or the Board meetings of the Club may be physical meetings or by zoom or other electronic/digital platforms or a combination of both. Attendances at such meetings whether physically or by zoom or other electronic/digital platforms will, in either event, constitute an attendance of the member at that meeting.

Section 4 – One quarter of the membership (25%) shall constitute a quorum at the Annual General meeting and regular meetings of the Club.

Section 5 - Regular meeting of the Board shall be held on the first Monday of each month or on such other day as the Board in its absolute discretion decides. Special meeting(s) of the Board may be convened by the President whenever deemed necessary, or upon the request of two (2) directors, with due notice having been given.

Section 6 - A majority of the Directors attending whether physically or by zoom or other electronic/digital platforms shall constitute a quorum of the Board.

Article 6: Fees and Dues

Section 1 - The admission fee shall be HK\$2,000 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary Club constitution, Article 11. The Board may adjust the admission fee from time to time in its absolute discretion.

Section 2 - The membership dues shall be HK\$3,000 per annum payable within one week of being admitted as a member. The membership dues can be paid semi-annually on 1st July and 1st January of each Rotary year. A portion of the membership dues payment will be applied for each member's subscription to the official RI monthly magazine.

Article 7: Method of Voting

The business of the Club shall be transacted by *viva voce* vote except the election of Officers and Directors, which shall be by ballot. The Board may at its discretion determine that any particular resolution be considered by ballot rather than by *viva voce* vote.

Article 8: Four Avenues of Service

The Four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service and International Service. The Club will be active in each of the Four Avenues of Service.

Article 9: Committees

Club committees are charged with undertaking and implementing the annual and long-range goals of the Club based on the Four Avenues of Service. The President, President-Elect and the Immediate Past-President should all work together to ensure continuity of leadership and succession planning. Where feasible members of a Committee should be appointed to the same Committee for a period of not less than three years to ensure consistency and continuity. The President-Elect is responsible for appointing Committee members to fill vacancies, appointing Committee chairs and to devise and conduct planning meeting(s) prior to the start of the year in office. It is anticipated and hoped that the Chair should have previous experience as a member of that Committee. Standing committees should be appointed as follows:

- (i) **Membership**
This Committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- (ii) **Club Public Relations**
This Committee should develop and implement plans to provide the public with and disseminate information about the aims and goals of Rotary as reflected in its motto of "Service above Self" and to promote the Club's service projects and activities.
- (iii) **Club Administration**
This Committee should conduct and oversee activities associated with the effective operation of the Club.
- (iv) **Service Projects**
This Committee should develop and implement educational, humanitarian, vocational and ecological projects that address the needs of the Hong Kong community as well as communities in other countries around the world.

- (v) The Rotary Foundation
This Committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation by members of the Club.
- (vi) Additional ad hoc Committees may be appointed as needed.
- (a) The President shall be an ex officio member of all Committees and as such, shall have all the privileges of membership thereon.
- (b) 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 and/or the Board. Except where special authority is given by the Board, such Committees shall not take action until a report has been made and approved by the Board.
- (c) Each Chair shall, inter alia, be responsible for regular meeting and activities of the Committee, supervise and coordinate the work of the Committee, and shall report to the Board on all Committee activities.

Article 10: Duties of Committees

- (a) The duties of all the aforesaid Committees shall be established and reviewed by the President during his/ her year. In declaring and identifying the duties of each Committee the President should have due regard to the appropriate RI materials.
- (b) The Service Projects Committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.
- (c) Each Committee shall have a specific mandate, clearly defined goals and appropriate and relevant action plans identified at the beginning of each Rotary year and to be implemented during the course of the year.
- (d) It shall principally be the responsibility of the President-Elect to provide the necessary leadership and guidance to prepare recommendations for the various Club Committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the new Rotary year and his/her year in office.

Article 11: Leave of Absence

Upon written application to the Board by a member setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the regular meetings of the Club for a specified length of time. The length of such leave of absence period may be modified and/or extended by the Board at its discretion, upon being satisfied that good and sufficient cause has been established for such further modification/extension.

Article 12: Finances

Section 1 - Prior to the beginning of each financial year, the Board shall prepare a budget of estimated income and expenditure for the forthcoming Rotary year, which shall stand as the limit of expenditure for these purposes, unless otherwise decided by the Board in its discretion. The budget shall be divided into two separate parts: one in respect of the Club's operations and the other in respect of the Club's charitable/service operations.

Section 2 - The Honorary 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.

Section 3 - All payments shall be paid by the Honorary Treasurer, or such other authorized officer as approved by two other Officers or Directors of the Club.

Section 4 - A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 - The financial year of the Club shall run from 1st July to 30th June. The collection of members' dues shall be divided into two (2) semi-annual periods running from 1st July to 31st December, and from 1st January to 30th June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1st July and 1st January of each year on the basis of the membership of the Club as of those dates.

Article 13: Method of Electing Members

Section 1 - The name of a prospective member, proposed by any active member of the Club, shall be submitted to the Board in writing, through the Club's Honorary Secretary. A transferring or former member of another Club may be proposed to active membership by the former Club. All such proposals shall be kept confidential except as otherwise provided in this Article.

Section 2 - The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.

Section 3 - The Board shall consider the proposal within 30 days of its submission and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 - 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 this, 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 and circulated to the Club's membership.

Section 5 –(a) If no written objection with reasons is received by the Board to the proposed membership from any member (other than honorary) of the Club within seven (7) days following publication and circulation of the information in respect of the prospective member, that person, upon payment of the admission fee as prescribed in these Bylaws, shall be considered to be admitted to membership of the Club..

(b) If any such objection has been filed with the Board, it shall vote on the matter at its next meeting. If, despite the objection, the Board approves the application, then upon payment of the admission fee, the proposed member shall be considered to be admitted to membership of the Club.

Section 6 - Following the admission, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Honorary Secretary will report and notify the new member information to RI. The President shall also assign a member to assist with the new member's assimilation and integration into the Club as well as assign the new member to a Club project or function.

Article 14: Honorary Member

Eligibility for Honorary Membership

- (a) Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and/or those persons considered friends of Rotary for their regular support of Rotary's cause may be elected to Honorary membership of this Club.
- (b) The term of such membership shall be determined by the Board at its discretion.
- (c) Persons may hold Honorary membership in more than one Club.
- (d) Honorary members shall be exempt from the payment of admission fees and dues. They shall have no vote and shall not be eligible to hold any office in the Club. Such members shall not hold any classifications but shall be entitled to attend all meetings and enjoy all the other privileges of the Club.
- (e) No Honorary member of this Club is entitled to any rights and privileges in any other Club, except for the right to visit other Clubs without being the guest of a Rotarian.

Article 15: Resolutions

The Club shall not consider any resolution or motion to commit the Club to any matter until the Board has considered it. Such resolutions or motions, if raised at a Club meeting, shall be referred without discussion to the Board.

Article 16: Order of Business

- (i) Meeting called to order
- (ii) Introduction of visiting Rotarians and guests of Rotarians
- (iii) Correspondence, announcements, Rotary information.
- (iv) Committee reports if any.
- (v) Any unfinished business.
- (vi) Any new business.
- (vii) Address or other program features.
- (viii) Adjournment.

Article 17: Amendments

These Bylaws may be amended at any regular meeting, a quorum being present, by one quarter (25%) vote of all members present, provided that notice of such proposed amendment shall have been mailed, emailed and/or otherwise digitally/electronically notified to each member not less than ten (10) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony and in accordance with the standard Rotary Club constitution and with the constitution and Bylaws of RI.

