

## **Bylaws of the Rotary Club of Red Deer Urban Spirits**

Club Bylaws supplement the Standard Rotary Club Constitution and establish common Club practices.

### **Article 1: Definitions**

1. Board: The Club's Board of Directors
2. Director: A member of the Club's Board of Directors
3. Member: A member of the Club
4. 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
5. RI: Rotary International
6. Year: The 12-month period that begins on July 1
7. Classification: the distinct and recognized business or professional service that the Rotarian renders to society.
8. Written Notice: Any type of written correspondence whether it be in paper or electronic form.

### **Article 2: Membership**

This Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

#### **2.1 Holders of Public Office**

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this Club under the classification of such office; they shall be classified as their primary / original designation.

#### **2.2 Period**

Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

#### **2.3 Automatic Termination**

- a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications.

#### **2.4 Membership Dues**

Dues will be decided, by the Board at their May meeting for the next fiscal year.



## **2.5 Purpose of Dues**

Annual Club dues include Rotary International per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, Club fees, and any other Rotary or district per capita assessment.

## **2.6 Termination Non-payment of Dues**

Any member failing to pay dues within thirty (30) days after the prescribed time may have their membership terminated, subject to the discretion of the Board.

## **2.7 Termination Non-attendance**

If a member fails to attend as required, the member's membership may be subject to termination unless the Board consents to such non-attendance for good cause.

## **2.8 Resignation**

The resignation of any member from this Club shall be in writing, addressed to the President or Secretary.

The resignation shall be immediately accepted by the Board if the member has no indebtedness to this Club.

## **Article 3: Board**

The governing body of this Club is its Board of Directors; membership on the Board must be equal to less than quorum of a regular Club meeting.

### **3.1 Authority**

The Board shall have general control over all officers and committees and, for good cause, may declare any office vacant. The decision of the Board in all Club matters is final.

### **3.2 Officers**

The Board Officers shall consist of, at a minimum:

- President
- Immediate Past-President
- President-Elect
- Secretary, and
- Treasurer

### **3.3 Directors**

Chairs of Committees identified in these Bylaws and / or the Constitution will serve on the Board as voting Directors.

Additional Directors may be elected on an ad hoc basis at an Annual General Meeting upon majority recommendation of the Board. Positions elected Ad Hoc must be re-approved at each Annual General Meeting.

## **Article 4: Duties of the Officers**

### **4.1 President**

The President presides at Club and Board meetings.

### **4.2 Immediate Past President**

The immediate Past-President serves as a Director on the Club's Board.

### **4.3 President-Elect**

The President-Elect prepares for his or her year in office and serves as the Vice-President; presides at Club and Board meetings when the President is absent.

### **4.4 Directors**

A Director attends Club and Board meetings. Duties are assigned based on committee chairpersonships and direction from the Board

### **4.5 Secretary**

The Secretary keeps membership and attendance records.

### **4.6 Treasurer**

The Treasurer oversees all funds and provides an annual accounting of them.

## **Article 5: Elections and Terms of Office**

One month before elections, members nominate candidates for President, Vice-President, Secretary, Treasurer, and any open Director positions.

Nominations may be presented by members from the floor, or self-nominations.

### **5.1 Vacancies**

If any Officer or Board member vacates his or her position, the remaining members of the Board will appoint a replacement.

### **5.2 Position-Elect Vacancies**

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



### **5.3 Terms of Office**

All Terms of Office are for a period of 1 year with an option for re-election. No term of Office shall exceed five consecutive years.

### **5.4 Voting Process**

Officer Elections will be done by secret ballot, collected and counted by the Returning Officer and two scrutineers chosen on the day of the meeting from the membership-at-large.

### **5.5 Returning Officer**

Club elections will be overseen by the immediate Past-President. In the event the immediate Past-President is unable to fulfil the role, a neutral party will be selected at a regular meeting of the Club, provided there is quorum

### **5.6 Electoral Method**

The candidate who receives a majority of the votes for each office is declared elected to that office.

## **Article 6: Meetings**

### **6.1 Regular Meetings**

This Club meets on the first Tuesday of every month and participates in one additional service activity per month, which serves as the second meeting.

Attendance may be in person, through an online meeting, or using an online connection for members whose attendance otherwise would be precluded.

### **6.2 Notice of Change of a Regular Meeting**

For good cause, the Board may reschedule a regular meeting provided reasonable notice of any change or cancellation of the regular meeting is given to all Club members. Reasonable notice shall be defined as 14 days unless in extenuating circumstances.

### **6.4 Board Meetings**

Board meetings will be held monthly.

Special meetings of the Board may be called with reasonable notice by the President or upon the request of two Directors.

Written minutes should be provided for all Board meetings. Such minutes will be available to all members within 14 days of said meeting



## **6.5 Annual General Meetings**

An Annual General Meeting of this Club is held no later than September 30 to elect the officers and directors who will serve for the next Rotary year, and to approve the Budget for the following fiscal year.

The Annual General Meeting is called by the President and members will be notified no less than 30 days prior to the date the meeting will be held.

## **Article 7: Method of Voting**

### **7.1 Regular Business**

The business of this Club is conducted by a show of hands except in the election of Board Officers and Directors, which is governed by Article 5.4 of these Bylaws.

### **7.2 Special Resolutions**

At the discretion of the Board, ballots may also be used for conducting business at a regular meeting.

### **7.3 Email Voting**

Voting by email may be used by RCRDUS Board and Membership for time-sensitive matters that must be considered and decided upon prior to the next scheduled Board Meeting or Regular Club meeting. A decision to hold a vote by email must be approved by the RCRDUS President. Email voting will only be used when, in the judgement of the President, the issue to be decided will not require extensive discussion or debate. Email voting will not be used for matters having significant importance to RCRDUS; this includes the approval of or changes to approved budgets, the election of officers, setting of membership fees, and changes to Bylaws.

## **Article 8: Committees**

### **8.1 Accordance with the Constitution**

Club committees are listed in accordance with Article 13, Section 7 of the Constitution of this Club.

Committees shall coordinate their efforts to achieve the Club's annual and long-term goals as per the Strategic Plan.

### **8.2 Role of the President in Committees**

The President is an ex officio member of all committees and, as such, has all the privileges of membership.



### **8.3 Committee Chairs**

Each Committee Chair 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.

### **8.4 Ad Hoc Committees**

Ad Hoc or Project-based committees can be created by majority vote of the Board and a Chair appointed by the Board.

These committees are to be term or project based and their chairs may not be considered full members of the board. They do not have voting rights for the term of their committee on board matters.

## **Article 9: Finances**

### **9.1 Annual Budget**

The Treasurer shall prepare an annual budget of estimated income and expenditures which will be presented to the Board. The Board will provide their recommendation to the Club membership who will vote on the Annual Budget at the AGM.

In order to pass, there must be a quorum present for the vote, and having two-thirds of the votes support the change.

### **9.2 Accounts**

The Treasurer deposits Club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for Club operations and one for service projects.

### **9.3 Signing Authority**

Signing authority will be assigned to the treasurer and up to 4 other members of the Board.

Cheques must be signed by two authorized officers.

### **9.4 Annual Financial Statements**

Club members will receive an annual financial statement of the Club at the AGM.

### **9.5 Fiscal Year**

The Club's fiscal year is from July 1 to June 30.



**Article 12: Amendments**

These Bylaws may be amended at any regular Club meeting. Changing the Club Bylaws requires sending written notice to each member 10 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.

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Board Executive Member Signature

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Date

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Printed Name

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