

Rotary



THE ROTARY CLUB OF BRISBANE INC

CONSTITUTION AND BYLAWS April 2015

Approved by unanimous vote of Club Members, a quorum being present, at the regular meeting on Monday 13th April 2015 in accordance with Bylaw 15

Confirmed True and Correct

Signed Graeme Whitmore
President, Rotary Club of Brisbane
20 April 2015

Confirmed True and Correct


Secretary, Rotary Club of Brisbane

20 APRIL 2015

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¹ Published in the RI Manual of Procedure **2013**. The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution.

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Constitution of the Rotary Club of Brisbane Inc.

The Rotary Club of Brisbane Inc. is an incorporated association established under the Associations Incorporations Act 1981 (Qld) to be a Rotary Club as prescribed from time to time by Rotary International.

PART 1

STANDARD ROTARY CLUB CONSTITUTION²

Article 1. Definitions³

As used in the constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club
2. Bylaws: The bylaws of this club
3. Director: a Member of this Club's Board of Directors.
4. Member: a member, other than an honorary member, of this club
5. RI: Rotary International
6. Satellite Club: A potential club whose members shall also be members of this club
6. Year: the twelve-month period which begins on 1 July.

Article 2. Name

The name of this incorporated association is the Rotary Club of Brisbane Inc (member of Rotary International).

- (a) The name of a satellite of this club (when applicable) shall be the Rotary Satellite Club of Brisbane (a satellite of the Rotary Club of Brisbane)

Article 3. Locality of the Club

The locality of this club is as follows: Brisbane and surrounding areas.

Article 4. Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5. Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

² As published in the RI Manual of Procedure 2013

³ As set out in the standard club constitution and expanded to include Part 2

1. *Club Service*, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. *Vocational Service*, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. *Community Service*, the third Avenue of Service, comprises varied efforts that Members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. *International Service*, the fourth Avenue of Service, comprises those activities that Members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. **Youth Service**, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Article 6. Meetings

Section 1. Regular Meetings

(a) *Day and Time*. This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws

(b) *Change of Meeting*. For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

(c) *Cancellation*. The Board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that the Club does not fail to meet for more than three consecutive meetings.

(d) Satellite Club Meeting (when applicable) If provided in the bylaws, a satellite club shall hold regular weekly meetings at a place and at a time decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

Section 2 — Annual Meeting.

(a) An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

(b) A satellite club (when applicable) shall hold an annual general meeting of its members before 31 December to elect officers for the general guidance of the satellite club.

(c)

Article 7 Membership

Section 1 — General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 — Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 — Active Membership. A person possessing the qualifications set forth in Article 5, section 2 of the RI Constitution may be elected to active membership in this club.⁴

Section 4 — Transferring or Former Rotarian.

- (a) *Potential Members.* A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of the other club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.
- (b) *Current or Former Members.* This club shall provide a statement whether money is owed to the club when requested by another club with respect to a current or former member of this club being considered for membership in the other club.

Section 5 — Satellite Club Membership. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 6 — Dual Membership. No person shall simultaneously hold active Membership in the club and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 7 — Honorary Membership.

- (a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as

⁴ RI Constitution Article 5 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; or

(6) having interrupted employment or having never worked in order to care for children or to assist the spouse in their work

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.

determined by the board. Persons may hold honorary membership in more than one club.

- (b) *Rights and Privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Honorary members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. 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.

Section 8 — 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. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 9 — Rotary International Employment. The club may retain in its membership any member employed by RI.

Article 8 Classifications

Section 1 — General Provisions.

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized *business or professional* activity or that which describes the nature of the member's community service activity.
- (b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 — Limitations. This 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 per cent 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 of directors of RI, 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.

Article 9 Attendance

Section 1 — General Provisions. Each member should attend this club's regular meetings or satellite club's regular meetings if provided in the bylaws, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present for at least 60 per cent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member
- (1) attends at least 60 per cent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or

- (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multi-zone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
- (4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
- (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
- (7) participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) *At the Time of the Meeting.* If, at the time of the meeting, the member is
- (1) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the district governor in the formation of a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored, RI or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 — *Extended Absence on Outposted Assignment.* If a member will be working on an out posted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 — *Excused Absences.* A member's absence is excused if

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However if the leave is for medical reasons that extends for more than 12 months such leave may be renewed by the board for a period of time beyond the original 12 months.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 — *RI Officers' Absences.* A member's absence is excused if the member is a current officer of RI.

Section 5 — Attendance Records. When a member whose absences are excused under the provisions of subsection 3(a) of this article fails to attend a club meeting, the member and the member's attendance shall not be included in the membership and attendance figures used to compute this club's attendance. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Article 10 Directors and Officers

Section 1 — Governing Body. The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 — Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 — Officers. The club officers shall be a president, the immediate past president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide. Club officers shall regularly attend satellite club meetings.

Section 5 — Election of Officers.

- (a) *Terms of Officers other than President.* Each officer must be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee takes the title of president-elect on 1 July in the year prior to taking office as president. The president takes office on 1 July and serves a period of one (1) year or until a successor has been duly elected and qualified.
- (c) *Qualifications.* Each officer and director must be a member in good standing in this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

Section 6 — Governance of a Satellite Club of This Club (When Applicable). A satellite club shall be located in the same locality as this club or in the surrounding area.

(a) *Satellite Club Oversight.* This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.

(b) *Satellite Club Board.* For the day-to-day governance of a satellite club, it shall have its own annually elected board drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chairman and other officers shall be the immediate past chairman, the chairman-elect, the secretary and the treasurer. The satellite board shall be

responsible for the day-to-day organization and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.

(c) *Satellite Club Reporting Procedure.* A satellite club shall, annually, submit to the president and board of this club a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to Article 7, Section 4(a) is not required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 Duration of Membership

Section 1 — Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 — Automatic Termination.

- (a) *Membership Qualifications.* Membership automatically terminates when a member no longer meets the membership qualifications, except that
 - (1) the board may grant a member moving from the locality of the club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
 - (2) the board may allow a member moving from the locality of the Club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) *How to Re-join.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 — Termination — Non-payment of Dues.

- (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to the club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2.

Section 4 — Termination — Non-attendance.

- (a) *Attendance Percentages.* A member must
 - (1) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;
 - (2) attend at least 30 percent of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year

(assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

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.

(b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 — Termination — Other Causes.

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice must be by personal delivery or by registered letter to the member's last known address.
- (c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of the club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 6 — Right to Appeal, Mediate or Arbitrate Termination.

- (a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration is as provided in Article 16.
- (d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 — Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 — Resignation. The resignation of any member from this club must be in writing, addressed to the president or secretary. The resignation must be accepted by the board if the member has no indebtedness to this club.

Section 9 — Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to

the club if, under local laws, the member may have acquired any right to them upon joining the club.

Section 10 — *Temporary Suspension.* Notwithstanding any provision of this constitution, if in the opinion of the board;

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and
- (d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of the club and from any office or position the member holds within the club. For the purposes of this clause, the member is excused from fulfilling attendance responsibilities;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article 13 Community, National and International Affairs

Section 1 — *Proper Subjects.* The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 — *No Endorsements.* This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — *Non-Political.*

- (a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — *Recognizing Rotary's Beginning.* The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 14 Rotary Magazines

Section 1 — *Mandatory Subscription.* Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The subscription shall be paid in six (6) month periods for the duration of membership in the club and to the end of any six (6) month period during which membership may terminate.

Section 2 — *Subscription Collection.* The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member is subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 16 Arbitration and Mediation

Section 1 — Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 — Date for Mediation or Arbitration. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 — Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 — Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 — Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 17 Bylaws

The Club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 18 Interpretation

Throughout this constitution, the terminology "mail," "mailing," and "ballot by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 19 Amendments

Section 1 — Manner of Amending. Except as provided for in Section 2 of this article, this Constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 — Amending Article 2 and Article 3. Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of the club, a quorum being

present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

END OF STANDARD CONSTITUTION

PART 2

COMPLIANCE WITH ASSOCIATIONS INCORPORATION ACT 1981 (QUEENSLAND) AND OTHER GOVERNANCE ISSUES

ADDITIONAL DEFINITIONS

In this Constitution, unless a contrary intention appears, the words have the following meanings:

“the Act” means the Associations Incorporations Act, 1981 (Qld)

“Board” means the Board of Directors and Officers of the Club referred to in the Act as the “management committee”

“club” means the “Association” styled as The Rotary Club of Brisbane Inc or any satellite club formed by the Rotary Club of Brisbane Inc.

“Constitution” means the Constitution in Part 1, referred to in the Act as “the Rules”.

“Member” means an active member who meets the criteria set out in Article 7, Section 3.

“Rotary Foundation” means the foundation established for the purposes of Article 12 Section 1 of the RI constitution.

“Special Resolution” means a resolution passed at a General meeting of the club by the votes of 75% of the members who are present and entitled to vote on the resolution.

Regulation 1 Interpretation

The terms used in these Regulations correspond as follows with terms used in the Act.

Terms defined in Part 1 of this Constitution have a similar meaning when used in these Regulations unless a contrary intention appears in these Regulations.

Regulation 2 Powers

Subject to this Constitution, the club has the powers of an individual. In particular, it has the power to amalgamate with another Rotary club or clubs and to take over their assets and liabilities.

Regulation 3 Number of Members

Subject to this Constitution, the number of members is unlimited.

Regulation 4 Method of Electing Members

Refer to Bylaw 13.

Regulation 5 Register of Members

(1) The Board must keep a register of members (including honorary members).

(2) The register of Members must include the following particulars for each member -

(a) the full name and residential address of the member;

(b) the date of admission as a member;

(c) the date of death or resignation of the member;

(d) details about the termination or reinstatement of membership;

(e) any other particulars the board or the members at a general meeting decide.

(3) The register must be open for inspection by members at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the Board may, on the application of a member, withhold information about the member (other than the member’s full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

Regulation 6 The Board

The governing body of the club is the Board consisting of directors elected in accordance with these Regulations, and the president, president-elect (**or president-nominee**), immediate past president, vice-president, secretary, treasurer and the Sergeant-at-arms. All members of the Board must be Members.

Regulation 7 Election of the Board

Refer to Bylaw 4.

Regulation 8 Vacancies in the Board

Refer to Bylaw 4 Sections 3 and 4

Regulation 9 Resignation or Removal from Office of Board Member

(1) A member of the Board may resign from the board by giving written notice of resignation to the secretary.

(2) The resignation takes effect on

(a) the day and at the time the notice is received by the secretary; or

(b) if a later day is stated in the notice - the later day.

(3) A member of the Board may be removed from office at a general meeting of the club if a majority of the members present at the meeting vote in favour of removing the member of the board.

(4) Before a vote of members is taken about removing the member of the board from office, the member of the Board must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member of the Board has no right of appeal against his or her removal from office under this section.

Regulation 10 Functions of the Board

Subject to this constitution or a resolution of the members carried at a general meeting, the Board has -

(a) the general control and management of the administration of the affairs, property and funds of the club; and

(b) authority to interpret the meaning of these Regulations or any other part of the constitution and any matter relating to the club on which this constitution or the bylaws are silent.

Regulation 11 Board Meetings

(1) Notice of a meeting is to be given in the way decided by the Board.

(2) 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.

(3) A request for a special meeting must state -

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

(4) A majority of directors and officers shall constitute a quorum of the Board

(5) A question arising at a meeting of the board is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.

(6) A member of the Board must not vote on a question about a contract or proposed contract with the board if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.

(7) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a meeting of the Board, the Board members present may choose one of their number to reside as chairperson at the meeting.

(8) If a quorum is not present within 30 minutes after the time fixed for a meeting of the Board called on the request of members of the board, the meeting lapses.

(9) If a quorum is not present within 30 minutes after the time fixed for a meeting of the board called other than on the request of members of the board, the meeting is to be adjourned to -

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the Board.

(10) If, at an adjourned meeting mentioned in subsection (10), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

(11) The Board may hold meetings, or allow members of the Board to take part in its meetings, by telephone, video link or another form of communication. All members of the Board taking part are deemed to be present at the meeting.

(12) Regular monthly meetings of the Board will be held at a time and place determined by the directors.

Regulation 12 Acts Not Affected by Defects or Disqualifications

(1) An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.

(2) Subsection (1) applies even if the act was performed when -

- (a) there was a defect in the appointment of the Board, subcommittee or person acting as a member of the Board; or
- (b) a subcommittee member or member of the Board was disqualified from being a member.

Regulation 13 Resolutions of Board Without Meeting

(1) A written resolution signed by each member of the Board for the time being entitled to receive notice of a meeting of the Board is as valid and effectual as if it had been passed at a meeting of the Board that was properly called and held.

(2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

Regulation 14 Common Seal

(1) The Board must ensure the Club has a common seal.

(2) The common seal must be

- (a) kept securely by the Board; and
- (b) used only under the authority of the Board.

(3) Each instrument to which the seal is attached must be signed by two members of the Board.

Regulation 15 Annual General Meeting

The annual general meeting must be held -

- (a) at least once each year; and
- (b) within 6 months after the end of the club's previous financial year.

Regulation 16 Business to be Conducted at Annual General Meeting

The following business must be conducted at each annual general meeting -

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the club for the last financial year;
- (b) receiving the auditor's report on the financial affairs of the club for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the Board;
- (e) appointing an auditor.

Regulation 17 Notice of General Meeting

(1) The secretary must give at least 14 days' notice of a general meeting to each member.

(2) Notice of the following meetings must be given in writing -

- (a) a meeting called to hear and decide the appeal of a member against the termination of the member's membership by the Board;

- (b) a meeting called to hear and decide a proposed special resolution of the club.
- (3) A notice of a general meeting must state the business to be conducted at the meeting.

Regulation 18 Quorum for, and Adjournment of, General Meeting

- (1) Subject to subsection (5), at a general meeting one-third of the membership forms a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Members, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Members, the meeting is to be adjourned to -
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Board.
- (5) If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this Regulation, "member" includes a person attending as a proxy

Regulation 19 Procedure at General Meeting

- (1) Subject to these rules, at each general meeting -
 - (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president, is to preside as chairperson; and
 - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
 - (e) each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
 - (g) a member may not vote by proxy
 - (h) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
 - (i) if a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
 - (j) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

Regulation 20 Voting at General Meeting

The business of the club shall be by show of hands except the election of officers and directors, which shall be by ballot.

Regulation 21 Special General Meeting

(1) The secretary must call a special general meeting by giving each Member notice of the meeting within 14 days after—

- (a) being directed to call the meeting by the Board; or
- (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Board when the request is signed; or
 - (ii) at least the number of Members equal to double the number of Members on the Board when the request is signed plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the Board to terminate a person's membership.

(2) A request mentioned in sub-rule (1)(b) must state -

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

(3) A special general meeting must be held within 3 months after the secretary;

- (a) is directed to call the meeting by the Board; or
- (b) is given the written request mentioned in sub rule (1)(b).

Regulation 22 Regular Club Meetings

Regular meetings of the club are not general meetings and the rules applicable to general meetings do not apply.

Regulation 23 Minutes

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting of the Board and general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes recorded under subsection (1) -

- (a) the minutes of each meeting of the Board must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Board, verifying their accuracy; and
- (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the club that is a general meeting or annual general meeting, verifying their accuracy.

(3) The secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

Regulation 24 Alteration of Rules

(1) Subject to the Act, this Constitution (other than Part 1 of this Constitution) may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal, rescission or addition is valid only if it is registered by the Chief Executive of the Queensland Government Department administering the Act.

(3) No amendment or addition to this Constitution can be made which is not in harmony with Part 1 of this Constitution and with the constitution and bylaws of RI.

(4) Amendments to the standard Rotary club constitution enacted by RI shall be adopted as amendments to Part 1 of this Constitution and adoption must be endorsed by special resolution.

Regulation 25 Funds and Accounts

(1) The funds of the club must be kept in an account or accounts in the name of the club in a financial institution or institutions decided by the board. Funds for operations and service projects of the club must be separable and identifiable.

(2) All amounts must be deposited in a financial institution account of the club as soon as practicable after receipt.

(3) A payment by the club of \$100 or more must be made by cheque or electronic funds transfer.

(4) **If a payment of \$100 or more is to be made, the authorisation** must be signed by any two of the following-

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any 1 of 3 other members who have been **appointed by the Board to authorise payments** by this club.

(5) However, one of the persons who signs the **authorisation** must be the president, the secretary or the treasurer.

(6) Cheques where used, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".

(7) Any petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.

Regulation 26 General Finance Matters

(1) On behalf of the Board, the treasurer must, as soon as practicable after the end of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.

Regulation 27 Records

(1) The Board must ensure the safe custody of books, documents, instruments of title and securities of the club.

(2) Financial records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.

(3) Financial records and accounts must be retained for at least 7 years.

Regulation 28 Financial Year

The financial year of the club closes on 30 June in each year.

Regulation 29 Winding Up

(1) This Article applies if the club is wound up and has surplus assets.

(2) The surplus assets must not be distributed among the Members.

(3) The surplus assets must be given to another Rotary entity -

(a) having objects similar to the club's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its Members; and

(c) is exempt under taxation laws of Australia to pay income tax.

(4) In this Article "surplus assets" has the meaning given by section 92(3)13 of the Act.

Regulation 30 Purpose

The club shall be a non-profit incorporated association. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.

Regulation 31 Jurisdiction

Insofar as the provisions of the law of the State of Queensland under which this association is incorporated shall permit, this association shall be subject to the jurisdiction of Rotary International

END OF REGULATIONS

BYLAWS of THE ROTARY CLUB OF BRISBANE INC.

Bylaw 1 Interpretation

Terms defined in Part 1 of this Constitution have a similar meaning when used in these Bylaws unless a contrary intention appears in these Regulations.

Bylaw 2 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

Bylaw 3 Board

The governing body of the club is the Board consisting of the president, immediate past president, president-elect (or president-nominee), vice-president, secretary, treasurer, sergeant-at-arms and directors.

The governing body of the satellite club (when applicable) is the Satellite Club Board comprising the officers of the satellite club (the Chairman, the Immediate past chairman, the Chairman-elect, the Secretary and the Treasurer) and four other members.

Bylaw 4 Elections and Terms of Office

Section 1 — One month prior to elections, members may nominate candidates for president, vice president, secretary, treasurer, and any open director positions.

The nominations may be presented by a nominating committee, by members from the floor, or both. If it is decided to have a nominating committee, such a 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 meeting. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — A vacancy on the Board or any office shall be filled by the remaining members of the Board.

Section 4 — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

Section 5 — Terms of office for each role are as follows [*either all 1 year, or nominated terms for each role, which can provide continuity where useful*]:

Vice President — 3 years

Director — 2 years (half the number of directors are elected each year)

Treasurer — 2 years

Secretary — 3 years

Sergeant-at-arms — 3 years

Bylaw 5 Duties of the Board

Section 1 — *President*. The president shall preside at club and Board meetings.

Section 2 — *Immediate Past President*. The immediate past president shall serve as a director.

Section 3 — *President-elect*. The president-elect shall prepare for their year in office and serve as a director.

Section 4 — *Vice President*. The vice president shall preside at club and Board meetings in the absence of the president.

Section 5 — *Director*. A director shall attend club and Board meetings.

Section 6 — *Secretary*. The secretary shall keep membership and attendance records.

Section 7 — *Treasurer*. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 8 — Board members may perform additional duties as assigned.

NOTE: See Rotary club leader manuals for details on the roles of club officers.

Bylaw 6 Meetings

Section 1 — *Annual Meeting*. An annual meeting of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year,

Section 2 — The regular weekly meetings of this club are held on Monday at 12.15 pm for 12.30 pm start and at agreed times for committee meeting and for group meetings. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

Section 4 – One-third of the membership of the club constitutes a quorum at the annual and regular meetings of the club.

Section 5 – A majority of the officers and directors shall constitute a quorum of the Board.

Bylaw 7 Fees and Dues

Section 1 — The admission fee, as established by the club, shall be paid before the applicant can qualify as a member, except as provided for in the Standard Club Constitution, Article 11. The admission fee shall be as set by the Board from time to time.

Section 2 — Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian* or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount established by the Board from time to time in the annual budget. Membership dues shall be payable half-yearly as established by the Board.

Section 3 – Proper consideration shall be given by the Board to relief from the payment of dues for any member undergoing verified financial hardship.

Bylaw 8 Method of Voting

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Bylaw 9 Avenues of Service

Rotary's Five 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 Youth Service. The club will be active in each of the Five Avenues of Service. The club shall seek out opportunities for charitable service in the community, particularly by identifying and supporting those charitable community organisations that are in need of support or additional funding, and in so doing bring together the resources of the business community in supporting those organisations.

Bylaw 10 Committees

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. The club will have the following committees:

- Club Administration
- Membership
- Public Relations
- Rotary Foundation
- Service Projects

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — 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.

Bylaw 11 Finances

Section 1 — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4 — A thorough annual review of all financial transactions shall be completed by a qualified person appointed as auditor.

Section 5 — An annual financial statement of the club shall be provided to club members.

Section 6 — The fiscal year is 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.

BYLAW 12 LEAVE OF ABSENCE

Refer part 1 Article 3

Bylaw 13 Method of Electing Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — 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 admission fee, 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 admission fee payment.

Section 6 — The club may elect honorary members proposed by the Board.

Bylaw 14 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Bylaw 15 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, and that a quorum be present for the vote, and that 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.

END OF BYLAWS