



Bylaws

2017

(Bylaw "1: a rule adopted by an organization chiefly for the government of its members and the regulation of its affairs; 2: a local ordinance")

(retrieved in August 2017 from online Merriam-Webster dictionary)

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BYLAWS OF THE ROTARY CLUB OF REGINA EASTVIEW

The Bylaws for the Rotary Club of Regina Eastview are consistent with the Constitution of the Rotary Club of Regina Eastview and the Standard Rotary International Bylaws for Rotary clubs.

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, other than an honorary member, of this club
4. Quorum: The minimum number of members who must be present when a vote is taken
5. RI: Rotary International
6. Year: The 12-month period that begins on July 1st

Article 2 Board of Directors

The governing body of this club is its Board of Directors, consisting of, at a minimum, the president, immediate past president, president elect, vice president, secretary, treasurer, and six directors.

Section 1 – *Members of the Board of Directors.* The Board of Directors shall consist of twelve (12) members of this club, namely, six (6) directors elected in accordance with Article 4, Sections 1, 2, and 3 of these Bylaws, the president, president elect, vice president, secretary, treasurer and the immediate past president.

Section 2 – *Members of the Executive Committee.* The officers, namely, the president, president elect, vice president, secretary and treasurer, and the immediate past president shall constitute the executive committee.

Section 3 – *Vacancies.*

- a) A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the board.
- b) A vacancy in the position of any officer-elect or director-elect shall be referred back to the nominating committee by the members of the board.

Article 3 Board of Directors' Authority

Section 1 – *Scope of Authority.* The governing body shall be the Board of Directors as described in Article 2, Section 1 of these Bylaws and elected in accordance with Article 4, Sections 1 and 2, of these Bylaws, as outlined in Article 13, Sections 2 and 3 of the Constitution of the Rotary Club of Regina Eastview. The decision of the board in all club matters shall be final, subject only to an appeal to the club. The board shall have general

control over all officers, committees and bylaws of the Rotary Club of Regina Eastview and can, for cause, declare any office vacant.

Section 2 – Appeal Process. The Board of Directors shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the board to the club. On such appeal, the decision appealed shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members at least five (5) days in advance of such meeting.

Article 4 Election of Directors and Officers

Section 1 – Criteria for Candidates. Individuals being considered for nomination for any position on the Board of Directors must:

- a) Be an active member in good standing (individuals on board-approved leaves of absence do not qualify);
- b) Have demonstrated leadership skills, good attendance habits; and
- c) Have the ability to commit the time required to participate in their board-related duties over and above their obligations as a member.

Section 2 – Nominations

- a) One month before elections, members nominate candidates for the offices of vice president, secretary, and treasurer, as well as any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.
- b) The candidate who receives a majority of the votes for each office is declared elected to that office.
- c) If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.
- d) If any officer elect or director elect vacates a position, the members of the board will refer replacement of the vacancy to the nominating committee.
- e) The terms of office for each role are:
 - President – one year
 - President Elect – one year
 - Vice President – one year
 - Treasurer – unlimited
 - Secretary – unlimited
 - Director – 2 years

Section 3 – Nomination Process. Candidates for president and vice president must have served at least one full year, preferably a full term (i.e. two years) as a director, treasurer, or secretary of Regina Eastview.

Members who have acted in an assistant secretary and assistant treasurer capacity, will be given preference when being considered for nomination for secretary and treasurer, respectively. For treasurer, formal accounting experience and/or a professional accounting designation is not necessary, provided the candidate(s) have the demonstrated abilities to handle the club's financial resources and records in an above average manner.

By October 1 of the Rotary year, the president shall appoint a nominating committee consisting of the two immediate past presidents and the president elect. The committee shall be chaired by the immediate past president. By October 31 of each year, the nominating committee shall prepare a slate of officers and directors as outlined below, to be presented to the general membership and published in the Rotor.

At a regular meeting one month prior to the annual meeting for election of officers, the nominating committee shall ask for nominations by members for vice president, secretary, treasurer and three (3) or four (4) members of the Board of Directors. The number of nominations for directors shall be based on the number of second year directors retiring from the board as at June 30 of the following year. Directors shall serve for a two (2) year term. To foster the election process, it is recommended that there be a minimum of two (2) candidates for vice president and for each vacant director position. The number of candidates for secretary and treasurer shall be at the discretion of the nominating committee.

The nominations shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to that office. Vacancies in director positions will be filled by election from a slate of candidates whereby the candidates receiving the most votes shall be declared elected as directors.

The elected vice president shall serve as a member of the board for the year commencing on July 1 following the election and shall assume office as president elect on July 1 immediately following the year of service on the board as vice president. On July 1 immediately following the year of service on the board as president elect, that person shall assume the office of president.

The elected secretary, treasurer and directors shall serve as members of the board for the year commencing on July 1 following the election.

Appointed Assistants. The secretary shall appoint an assistant secretary no later than January 31 to be ratified by the incoming president and board. The assistant secretary shall not serve on the board, other than in the absence of the secretary. The position shall commence on July 1 following the appointment.

The treasurer shall appoint an assistant treasurer no later than January 31 to be ratified by the incoming president and board. The assistant treasurer shall not serve on the board, other than in the absence of the treasurer. The position shall commence on July 1 following the appointment.

Article 5 Duties of the Officers

Section 1 – *President* presides at club and board meetings and performs such other duties as ordinarily pertain to the office of President.

Section 2 – *Immediate past president* serves as an officer on the club board.

Section 3 – *President elect* prepares for his or her year in office and serves as a director. It shall be the duty of the president elect to preside at club and board meetings in the absence of the president, to ensure that the club meets the requirements of Rotary International's Presidential Citation (or other similar awards), and to perform such other duties as ordinarily pertain to the office of president elect.

Section 4 – *Vice president* presides at club and board meetings when the president and president elect are absent. It shall be the duty of the vice president to serve as a member of the Board of Directors and perform such other duties as may be prescribed by the president or the board.

Section 5 – *Secretary* keeps membership records. The secretary sends out notices of meetings, records and preserves the minutes, makes the required reports to *Rotary International* and the District Governor and performs such other duties as usually pertain to the office of secretary. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all records or any other club property.

Section 6 – *Assistant Secretary* assists the secretary in the duties that pertain to that office. In the absence of the secretary, the assistant shall perform the duties of the secretary.

Section 7 – *Treasurer* oversees all funds and provides an annual accounting of them. The treasurer will have custody of all funds, accounting for same to the club and board as required and to perform such other duties as pertain to the office of treasurer. The treasurer shall also be responsible for assisting the secretary with the semi-annual reports of membership, pro-rated reports and subscriptions. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.

Section 8 – *Assistant Treasurer* assists the treasurer in the duties that pertain to that office. In the absence of the treasurer, the assistant shall perform the duties of the treasurer.

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

Article 6 Meetings

Section 1 – Annual Meeting. The annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. This meeting may be held at a general meeting. An annual meeting for review and approval of annual financial statements shall be held within ninety (90) days following the fiscal year end as outlined in Article 11 of these bylaws, which may be held at a general meeting.

Section 2 – Regular Club Meetings. The Club currently meets as follows: weekly Thursdays at noon. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members. The regular weekly meetings of the club shall be held on Thursday at 12:15 p.m. Due notice of any changes in or cancelling of the regular meeting shall be given to all members. All members (except an honorary member or member excused by the Board of Directors of this club, pursuant to Article 12, Section 1 of the Constitution of the Rotary Club of Regina Eastview) in good standing in this club, on the day of regular meeting, must be counted as present or absent.

In accordance with Article 7 of the Constitution of the Rotary Club of Regina Eastview, the board, with club membership approval may change meeting frequency: “The bylaws may include rules or requirements not in accordance with Article 8, Section 1: Article 12: and Article 15, section 4, of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution; a club, however, must meet at least twice per month. “

Section 3 – Attendance. Attendance at meetings must be evidenced by the member's being present for at least sixty percent (60%) of the time devoted to the regular meeting, either at this Club or at any other Rotary club.

Attendance percentages.

In accordance with Article 15, Section 4 (a) of the Constitution of the Rotary Club of Regina Eastview, and in order to maintain the minimum requirement for membership, a member must:

- a) 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 proportionate combination of both; or
- b) 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 shall be subject to termination unless the board consents to such non-attendance for good cause."

Section 4 – Quorum. One-third of the members shall constitute a quorum at the annual and regular meetings of this club.

Section 5 – Board Meetings are held each month. Special meetings of the board are called with reasonable notice by the president whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given. One-half plus one (1) of the members of the board shall constitute a quorum for board meetings.

Article 7 Dues

Annual club dues are set by the board. They are paid as follows: quarterly, semi-annually or annually. Annual club dues include RI 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.

As described in the Constitution of the Rotary Club of Regina Eastview, Article 15, Section 3, payment of dues is required within thirty (30) days of invoicing by the treasurer. Failing that, notice shall be sent in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days from the date of notification, said membership shall automatically terminate.

Article 8 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and Directors which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 9 Committees

Section 1 – Appointment of Committees and Directors. Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in Article 13, section 7, of the Constitution of the Rotary Club of Regina Eastview.

Section 2 – Duties of the President.

- a) The president shall, subject to the approval of the board, appoint the following standing committees, namely;
 - Club Administration
 - Membership

Public Relations

Service Projects including international, youth and community

Fundraising

Rotary Foundation

- b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club administration and service projects as the president deems necessary.
- c) The president shall, subject to the approval of the board, appoint a director to oversee each of the committees. The director shall appoint one chair from the general membership to oversee each sub-committee and each sub-committee shall have not less than two (2) other members.
- d) The president, president elect and vice president shall be, ex officio, a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 – Duties of Committees and Directors. Each Committee's director/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.

- a) Each committee shall transact such business as is delegated to it in the bylaws and/or *the Rotary International Manual of Procedure*, and such additional business as may be referred to it by the president or the board.
- b) At the first meeting of the incoming Board of Directors, to be held no later than April 30 prior to the commencement of the next Rotary year, the agenda shall include the appointment of club members to committees (called "The Draft"). Where feasible and practicable in the appointment of committee members, there should be provision for continuity, either by appointing one or more members for another term or by appointing one or more members to a two-year term.
- c) Directors, with the approval of the president and board, shall appoint individuals to serve as chairs for their respective committees and sub-committees. Where feasible and practicable, there should be provision for continuity, either by appointing the chair for another term or for a two-year term.

Note: *Duties of Committees*. Detailed descriptions of the duties of each committee are outlined in the *Rotary International Manual of Procedure*.

Article 10 Leave of Absence

Section 1 – Process to Apply. Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member in good standing from attending the meetings for a specified length of time not to exceed the time remaining in the current Rotary year (refer to the *Rotary International Manual of Procedure*).

Note: Such leave of absence operates to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Article 12, Section 3 of the Constitution of the Rotary Club of Regina Eastview is not computed in the attendance record.

Section 2 – Eligibility Criteria. Note: from Article 12, Section 3 of the Constitution of the Rotary Club of Regina Eastview, a member's absence shall be excused if:

- a) 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 a medical reason or after the birth, adoption or foster care of a child that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months.
- b) The aggregate of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least twenty years, 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.

Article 11 Finances

Section 1 – Fiscal Year. The fiscal year of this club shall extend from July 1 to June 30. Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership on those dates.

Section 2 – Bill Payments. Bills are paid by the treasurer or another authorized officer and approved by two other officers or Directors. All bills shall be paid by cheque and all bills shall be paid only upon vouchers authorized by the officer or director responsible for the budget category to which the monies shall be charged. All expenses must be presented to the treasurer or assistant treasurer for payment within thirty (30) days of the fiscal year-end.

Section 3 – Accounts and Signing Authority. The treasurer shall deposit all funds of the club in a financial institution to be named by the board. Signing authority for the account shall be the treasurer PLUS one other member of the executive committee. Revised signing authority, to include the executive committee for the new Rotary year, must be completed no later than July 31. The Board of Directors can approve the opening of special project bank accounts, if requested, and must designate signing authority for same.

Section 4 – *Financial Statements.* Monthly financial statements shall be presented by the treasurer or assistant treasurer at every board meeting throughout the year and upon reasonable notice as required. A quarterly financial report shall be presented to the membership for information purposes, through publication in the quarterly newsletter or other means.

Section 5 – *Bond.* Officers and directors having charge or control of funds shall give bond, if required by the board, for the safe custody of the funds of the club; the cost of bond shall be borne by the club.

Section 6 – *Budget.* At the beginning of each fiscal year, the executive shall prepare a budget of income and expenditures for the year, based on estimates submitted by the directors which shall be submitted to the board for review and approval. Once approved by the board, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. The approved budget for the current Rotary year shall be presented to the club members for information purposes no later than July 31 of that same year.

Section 7 – *Review.* A thorough review of all the club's financial transactions shall be made once each year by a certified chartered accountant or other qualified person. The cost of the review will be borne by the club. Unaudited financial statements for the year shall be completed and available for review by the board within sixty (60) days of the fiscal year-end. Reviewed financial statements shall be completed and available to the club members within ninety (90) days of the fiscal year-end.

A current, preliminary financial statement for the year shall be completed and available for review by the board at the first meeting of the new Rotary year.

Article 12 Method of Accepting New Members

Section 1 – *Membership Proposal to the Board.* The name of a prospective member, proposed by an active or honorary member of the club, shall be submitted to the membership committee in writing, using the membership proposal and application form, through the club secretary.

Section 2 – *Board Review.* The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution. The board shall approve or disapprove the proposal within thirty (30) days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 3 – *Board Approval.* If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed). Following that, the prospective member shall be invited to sign the membership proposal form

and to permit his or her name and proposed classification (if active membership) to be published to the club. If no written objection to the proposal, stating reasons, is received by the board from any member within seven (7) days following publication of information about the prospective member, that person, upon payment of the pro-rated membership dues as prescribed in Article 7, Section 1 of these Bylaws, shall be considered to be accepted to membership.

Section 4 – *Objection from the Membership.* If any such objection has been filed with the board, the board shall address the concern and vote on this matter at its next meeting. If approved, despite the objection, the proposed member shall be considered to be elected to membership as stated in the paragraph above.

Section 5 – *Process Following Approval.* Following such acceptance, the director of membership shall arrange for the new member's induction and further orientation, the treasurer shall prepare a dues invoice, and the club secretary shall issue a membership card to the member and shall report such action to *Rotary International* and *Rotary District 5550*.

Section 6 – *Non-approval of an Application.* If not approved, the proposed member and his/her sponsor shall be advised by the director of the membership committee.

Article 13 Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. The board, upon consideration of the resolution or motion, shall report back to the club on this matter at the first regular meeting following the next board meeting.

Article 14 Order of Business

For the purposes of all meetings, the club shall follow Robert's Rules of Order.

Article 15 Policies and Procedures

Policies pertaining to specific activities are outlined in the *Rotary International Manual of Procedure* and may be amended by approval of the board in accordance with Article 13 of these bylaws.

Article 16 Amendments

These bylaws shall only be amended at any regular meeting provided that notice of such proposed amendment(s) is to each member at least ten (10) days before such meeting.

A quorum must be present and the amendment(s) must be approved by a two-thirds vote of all members present. No amendment or addition to these bylaws can be made that is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.

These bylaws shall be reviewed at least once every three (3) years, to coincide with the triennial determinations of the Rotary International Council on Legislation, and the Rotary Code of Policies.

Approved by the Board of the Rotary Club of Regina Eastview

Date: October 12, 2017

Approved by the Membership of the Rotary Club of Regina Eastview

Date: December 7, 2017