REQUIRED BYLAW PROVISIONS FOR ROTARY CLUBS v. ONCA PROVISIONS

The chart that follows shows provisions in the *Recommended Rotary Club Bylaws*, as detailed in the Manual of Procedure 2019, and related mandatory or default provisions in the Standard Organizational Bylaw under ONCA.

SUBJECT	ROTARY	ONCA
Quorum	Recommends 1/3 of membership and majority of Directors, however, also indicates that *"Club may choose how it defines quorum"*	• Quorum for Members' meetings is 50% +1 - unless otherwise specified (Default Provision)
Board	Article 2 (required): *"The governing body of this club is its Board of Directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary and treasurer."* Also allows for Club to appoint additional directors.	• Director roles not specified • Directors do not need to be members of the corporation – unless otherwise specified (Default Provision)
Elections and Terms of Office	Constitution requires that: • Club's Bylaws specify an election process • If a Nominating Committee is used, that Bylaws include details about how it is appointed • When a successor is not elected, the current president's term can be extended for up to one year	• Maximum length of Term for Directors is four years (Mandatory Provision) • No limit on # of terms – unless specified in Bylaws (Default Provision) • Requires that the Directors appoint a "*Chair"* from among the Directors. The title "President" is not found in ONCA

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Meetings	Article 5 s.2 (required): *"This Club meets as follows: _____. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members."*	• Silent on regular meetings • Detailed provisions re: notice requirements for Annual and Special meetings (Mandatory Provisions)
Dues	Article 6 (required): *"Annual Club dues are: ____. They are paid as follows: _____. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees and any other Rotary or District per capita assessment."*	• Directors can set annual membership fees (Default)
Amendments	Article 11: *"Bylaws may be amended at any regular club meeting. Changing the Club Bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-third 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."*	Allows for Directors to add, change or remove bylaws except for those that relate to: • Membership transfer • Transfer of property in the event the corporation dissolves • Methods of voting remotely by members (Default provision) Notes that the changes Directors make to the Bylaws will be effective immediately, but that they must be confirmed at the next members' meeting

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Membership	Article 10 (Method of Electing Members) is not mandatory. Recommended Rotary Bylaws are silent on eligibility and conditions for and classes of membership.	• No provisions re: method of electing members • Allows for corporations "and other entities" to be members – if specified in the Bylaws • Allows ex-officio members – if specified in the Bylaws • Requires that conditions to become a member be specified in the Bylaws • Names of membership classes and voting rights of each class **must be set out in the Articles.** • Bylaws must set out process for withdrawal or transfer between classes and process for termination of membership.