

Society Bylaws

Name of Society: Rotary Club of Sherwood Park

Bylaw Index

Article	Page
Article I Definitions	2
Article II Board of Directors	2
Article III Election and removal of Directors and Officers	2
Article IV Duties of Officers	3
Article V Meetings	4
Article VI Fees and Dues	6
Article VII Voting	6
Article VIII Directorates and Committees	6
Article IX Leave of Absence	7
Article X Finances	7
Article XI Membership	8
Article XII Resolutions	9
Article XIII Notice	10
Article XIV Amendments	10
Article XV Parliamentary Authority	10
Article XVI Inspection of Records	10
Article XVII Rotary International Affiliation	10
Appendix "A" - Article 9 of Rotary International Club Constitution - Attendance	11

Society Bylaws

Name of Society: Rotary Club of Sherwood Park

Bylaws of the Rotary Club of Sherwood Park (the "Club")

ARTICLE I DEFINITIONS

As used in this 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. Year: The twelve-month period which begins on 1 July.

ARTICLE II BOARD OF DIRECTORS

(Option 1)

The governing body of the Club shall be the Board of Directors consisting of: the directors elected in accordance with Article II, Section 1 of these Bylaws, the President, President-elect, Secretary, and Treasurer.

(Option 2)

Add past president.

(Option 3)

Add sergeant-at-arms as a director.

ARTICLE III ELECTION AND REMOVAL OF DIRECTORS AND OFFICERS

Section 1

At a regular meeting two weeks prior to the Annual General Meeting, the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, and six Directors. The nominations may be presented by a nominating committee or by members from the floor. The Council of Past-Presidents shall constitute the Nominating Committee. The nominations duly made shall be placed on a ballot in alphabetical order under each office and the election shall take place at the Annual General Meeting. The candidates for President, Secretary, and Treasurer receiving the largest number of votes shall be declared elected to their respective offices. The six candidates for director receiving the largest number of votes shall be declared elected as directors. The President elected in such balloting shall serve as a member of the Board as President-elect for the year commencing on the first day of July next following his or her election as President, and shall assume office as President on the first day of July immediately following his or her year of service on the Board as President-elect. Only members in good standing whose annual dues are fully paid are eligible for election to the Board of Directors.

Section 2

The officers and directors, so elected shall constitute the Board.

Section 3

A vacancy in the Board or any office shall be filled by action of the remaining members of the Board.

Section 4

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board.

Section 5

Any Director or Officer of the Club may be removed from office prior to the end of their term by a majority vote of the members of the Club at a duly convened Annual General Meeting or Special Meeting, provided that notice of the motion was given with notice of the meeting.

Section 6

A Director or Officer of the Club shall not receive any remuneration; however, expenses shall be reimbursed at the discretion of the Board.

ARTICLE IV DUTIES OF OFFICERS

Section 1

President

It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertains to his or her office.

Section 2

President-elect

It shall be the duty of the President-elect to serve as an officer and to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertain to his or her office.

Section 3

Secretary

It shall be the duty of the Secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the Club and Board; record and preserve the minutes of such meetings; make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the General Secretary on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period; to report changes in membership, which shall be made to the General Secretary for Rotary International; to report the monthly attendance at the Club meetings, which shall be made to the District Governor within 15 days following the last meeting of the month; to collect and remit to Rotary International subscriptions to *THE ROTARIAN*, to maintain the Club's Policies and Procedures Manual; and to perform such other duties as usually pertain to his or her office. Such seal of the Club as the Board may adopt shall be under the control of the Board, and the responsibility for its custody shall be with the Secretary.

Section 4

Sergeant-at-Arms

(Option 1)

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

(Option 2)

If sergeant-at-arms is a director, then duties will include that of parliamentarian.

Treasurer

It shall be the duty of the Treasurer to have custody of all funds; to account for same to the Board of Directors and Club monthly and at any other time upon request by the Board; and to perform such other duties as pertain to his or her office.

ARTICLE V MEETINGS

Section 1

Annual General Meeting

The Annual General Meeting of the Club shall be called by the Board and held no later than November 30th of each calendar year in Sherwood Park, Alberta. The Board shall set the date, time and place of the meeting. The Secretary shall mail, email or deliver a Notice to each member at least 14 days before the Annual General Meeting. At the Annual General Meeting,

the election of officers and directors to serve for the ensuing year shall take place in accordance with Article II, Section 1; the prior year's financial statement shall be presented, setting out the Club's income, disbursements, assets, and liabilities, audited and signed by the Club's auditor or auditors; and such other business shall be transacted as shall properly be brought before the meeting.

Fifty percent (50%) plus one (1) of the membership of the Club shall constitute a quorum at the Annual General Meeting.

Section 2

Special Meetings

Special Meetings of the members of the Club ("Special Meeting") may be called by the President of the Board. In addition, a Special Meeting shall be called by the Board within seven days and convened within 30 days of delivery to any member of the Board of a requisition for a Special Meeting signed by twenty (20) percent of the members of the Club. If the Board does not call a Special Meeting within seven days of delivery of the requisition, a Special Meeting may be called by a notice signed by any three of the requisitionists. Notice of the time and place of a Special Meeting shall be mailed, emailed or delivered to all members at least 14 days before the Special Meeting.

Fifty percent (50%) plus one (1) of the membership of the Club shall constitute a quorum at a Special Meeting.

Section 3

Regular Weekly Meetings

The regular weekly meetings of the Club shall be held on Wednesday at 7:15 a.m. Regular weekly meetings of the Club are not General Meetings.

Notice of a change of venue or cancellation of a regular weekly meeting shall be published in the Club Runner and/or by normal communication with members method one week prior to the change or cancellation, unless an emergency.

All members in good standing in the Club, except honorary members or members excused by the Board, must be counted as present or absent on the day of the regular meeting, and attendance must be evidenced by the member being present. Attendance is determined by Appendix "A", being the standard Rotary Club Constitution.

Section 4

Board Meetings

Regular meetings of the Board shall be held as determined by the Board. Special meetings of the

Board shall be called by the President at his or her discretion, or by two (2) members of the Board, provided that 24 hour notice of a special meeting of the Board is given to all Board members verbally or by email. If all Board members are present or waive notice of the meeting, a special meeting of the Board may be held without 24 hour notice.

Fifty percent (50%) plus one (1) of the Board members shall constitute a quorum at all Board meetings.

Directors may appoint a proxy in their absence.

ARTICLE VI FEES AND DUES

Section 1

A one-time-only admission fee, as determined by the Board, is to be paid before an applicant can qualify as a member.

Section 2

The Membership dues shall be in an amount as determined by the Board, invoiced no later than June 30th and payable annually on the first day of July, with the understanding that a prescribed portion of each annual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine. The prescribed portion is to be determined by Rotary International.

ARTICLE VII VOTING

Unless otherwise specifically required by these bylaws, questions shall be decided by a majority of the votes cast. The presiding officer of any meeting may vote if the vote is by ballot. In all other cases, the presiding officer shall only cast a tie-breaking vote.

Voting at any meeting of the Club shall be by a show of hands unless otherwise determined by the members, except the election of officers and directors, which shall be by ballot.

ARTICLE VIII DIRECTORATES AND COMMITTEES

Section 1

Subject to the approval of the Board, the President shall define the mandate of each Club Directorate and shall designate the elected Directors to chair each Club Directorate. Subcommittee Chairs shall be designated by Directors to meet club programs and projects as may be determined by the Board.

Section 2

- a. Each Directorate shall consist of the Director responsible for the function, and the Chairperson of all sub-committees appointed on a particular phase of the Directorate's area of responsibility.
- b. The President shall be an ex-officio member of all Committees and shall have all the privileges of membership on all Committees.
- c. The Director of each Directorate shall be responsible for the activities of their Committees, and shall supervise and coordinate the work of all sub-committees appointed on a particular phase of the Committee's area of responsibility.
- d. Except where special authority is given by the Board, Directorates and Sub-committees shall not take action until a report has been made to the Board and approved by the Board.
- e. The Director of each Directorate shall, with the approval of the President, appoint a chairperson to oversee and coordinate the work of all sub-committees appointed on a particular phase of the Directorate's area of responsibility.

Section 3

The specific duties of the Directorates shall be established and reviewed by the President for his or her year, with reference to appropriate Rotary International materials. Each Directorate shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary year.

The President-elect is responsible for defining the mandate of each Directorate, appointing Sub-committee members to fill vacancies, appointing Sub-committee chairs, conducting Planning meetings, and preparing a recommendation for Club Committees, mandates, goals and plans for presentation to the Board prior to the start of their Rotary year.

ARTICLE IX LEAVE OF ABSENCE

Upon written application to the Board setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified period and not in conflict with the rules of Rotary International. A member seeking a leave of absence must pay his or her membership in full for the entire leave of absence.

ARTICLE X FINANCES

Section 1

The Treasurer shall deposit all funds of the Club in a financial institution designated by the Board.

Section 2

The Treasurer shall pay all expenses incurred by the Club. Cheques shall be signed by a

minimum of two (2) designated signing authorities, approved by the Board, and registered with the financial institution.

Section 3

The fiscal year of the Club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

Section 4

Prior to the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise approved by the Board. In the budget preparation process, the Board shall gain input from the membership.

Section 5

The books of the Club shall be reviewed annually by a review committee made up of at least two members approved by the membership at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by the review committee at the Annual General Meeting of the Club.

Section 6

The signing authority for the club shall consist of any two of the following officers:

- President
- President-elect
- Treasurer
- Secretary

ARTICLE XI MEMBERSHIP

Section 1

- a. The name of a prospective member, proposed by an active member of the Club or by the Membership Committee, shall be submitted to the Board in writing, through the Secretary.
- b. The Secretary shall request the Membership Committee to investigate and report to the Board on the eligibility of the prospective member from the standpoint of classification, character and general eligibility.
- c. The Secretary shall at the same time publish the name and classification of the prospective member for two consecutive weeks. Members shall have ten (10) calendar days following the first publication of the prospective member to provide the Board with a written objection to the proposal, stating reasons for the objection.

- d. The Board, after receiving a report from the Membership Committee and any objections from Club members, shall approve or disapprove the prospective member.
- e. If the Board approves the prospective member, the proposer together with one or more members of the Membership Committee shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club. If this is acceptable, the prospective member will be asked to join and will be inducted into the Club.
- f. Following induction, the Club Secretary shall issue a membership card to the new member and shall report his or her name to the General Secretary of Rotary International.

Section 2

- a. All members of the Club shall have the right to attend and vote at meetings of the Club and, subject to Article II, Section 1, to stand for election as a Director or Officer of the Club.
- b. Any member of the Club may withdraw from membership, at any time, by written notice to the Secretary of the Club.
- c. All members of the Club shall have the obligation to pay such fees and dues as are determined by the Board in accordance with Article V.

Section 3

Any member of the Club may be expelled from the Club by a majority vote of the members of the Club at a duly convened Annual General Meeting or Special Meeting, provided that notice of the motion was given with notice of the meeting.

Section 4

Honourary Membership in the Club shall be conferred on individuals who have distinguished themselves by meritorious service in furtherance of the ideals of Rotary, at the discretion of the Board. Honourary Membership shall be conferred by a vote of the Board, and the status of all Honourary Members shall be reviewed by the Board annually. Individuals need not be Rotarians to be eligible for this distinction. Honourary Members are entitled to attend and participate in all Club meetings and serve on Club Committees; however, Honourary Members are exempt from the payment of Club fees and dues, and are not eligible to vote or stand for election as a Director or Officer of the Club.

ARTICLE XII RESOLUTIONS

No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been considered by the Board; however, the Club may pass any such resolution or motion at an Annual General Meeting or Special Meeting regardless of whether it has previously been considered by the Board.

ARTICLE XIII NOTICE

Any notice required by these Bylaws to be given to members of the Club shall be given by mail, email or delivery at their last address or email address as recorded in the records of the Club, except for notice of a change of venue or cancellation of a regular weekly meeting, which may be published by normal club communication method. Any notice given by ordinary mail is deemed to have been served three business days after the date of mailing.

ARTICLE XIV AMENDMENTS

Section 1

The Bylaws of the Club shall not be rescinded, altered or added to except by special resolution as defined in the *Societies Act* SA2000, ch.S-14, as amended from time to time.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

ARTICLE XVI INSPECTION OF RECORDS

The Club shall furnish to a member of the Club, at the member's request, a copy of its Application for Incorporation and Bylaws. The Club shall keep a register of its members at its Registered Office and shall, on each regular business day, permit a member of the Club to inspect the register and shall provide a copy of the register to the member at the member's request, provided that the register is to be used by the member for matters relating to the affairs of the Club.

ARTICLE XVII ROTARY INTERNATIONAL AFFILIATION

Insofar as the provisions of the law of the Province of Alberta, under which the Club is incorporated, shall permit, the Club shall be subject to the jurisdiction of Rotary International.

APPENDIX "A"

Article 9 or Rotary International Club Constitution Attendance

Section 1 General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent 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 percent of the regular 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 multizone 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 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. traveling 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 or 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 outposted 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.