

BYLAW 2
OF THE ROTARY CLUB OF GUELPH

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Article I

Board of Directors

Section 1 — The governing body of this club shall be the Board of Directors consisting of twelve (12) members, composed of nine (9) directors elected in accordance with article III, the immediate past President, the President and the President-elect who will be referred to as First Vice-President.

Section 2 — To qualify for election to the Board of Directors, a member:

(a) must have a minimum of two and one-half (2 ½) years membership in this club or any other Rotary club on the day the candidate, if elected, would begin to serve on the Board of Directors.

(b) must have been or is currently serving as the chair of a committee of this club or must have served as a director, secretary, treasurer or other officer of this club or any other Rotary club;

(c) must have been polled by a member of the electoral committee and agreed to let their name stand for election to the Board of Directors;

(d) must not have completed five (5) or more consecutive fiscal years of service on the Board of Directors, and must not have been a member of the Board within three (3) years of the day the candidate, if elected, would begin to serve on the Board of Directors; and

(e) must not have served as President of the club within three (3) years of the day the candidate, if elected, would begin to serve on the Board of Directors.

(f) must have at least sixty percent (60%) attendance in the previous Rotary year (July 1st to June 30th).

Article II

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 pertain to the office of President.

Section 2 — *First Vice-President (President-Elect).* It shall be the duty of the First Vice-President to serve as a member of the Board of Directors of the club; to be responsible to the President for duties as delegated by the President; 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 the office of First Vice-President. The First Vice-President is expected to assume the office of President after one year service as First Vice-President.

Section 3 — *Second Vice-President.* It shall be the duty of the Second Vice-President to serve as a member of the Board of Directors of the club; to be responsible to the President, and to perform such duties as may be prescribed by the President or the Board. The Second Vice-President is expected to assume the office of First Vice-President after one year service as Second Vice-President.

Section 4 — *Secretary.* At the discretion of the President or the Board, 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 the Board of Directors, record and preserve the minutes of such meetings, ensure the filing of the required reports to Rotary International (“RI”), including the semi-annual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, including prorated reports to the general secretary on October 1st and April 1st of each active member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meeting which shall be made to district governor within 15 days of the last meeting of each month, collect and remit to RI subscriptions to *The Rotarian* (bylaw 1, article XIII, section 2) and perform such other duties as usually pertain to the office of secretary.

Section 5 — *Treasurer.* It shall be the duty of the treasurer to have responsibility for all financial records and club funds, assist the First Vice-President in the preparation of the annual operating budget, report to the Board on the financial status of the club from time to time, provide an annual report of the financial statements to the membership and to perform such other duties as pertain to the office of treasurer. Where designate(s) for the treasurer are appointed by the Board to assist in the accounting of club funds they shall provide reports to the treasurer as the treasurer requires. 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 6 — *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.

Article III

Election of Directors and Officers

Section 1 — Prior to the third regular meeting of the members in October of each year, the electoral committee shall publish a list of all members of the club who are willing to stand for election to the Board of Directors and who meet the qualifications for election to the Board as set out in Article I.

Section 2 ----

(a) Subject to the provisions of section 2(b), Directors shall be elected in rotation for a term of two years.

(b) Each year, the Members shall elect the number of Directors necessary to fill the positions of those Directors whose term of office has expired together with any vacancy on the Board of Directors or Board of Directors Elect not filled by the Board of Directors.

(c) Within fourteen (14) days following the first regular meeting of the Members in November the Electoral Committee shall deliver or forward to each member a ballot setting out the names of those members standing for election to the Board of Directors and a return envelope. In addition to the ballot and the return envelope to be delivered or forwarded to each member, the electoral committee shall deliver or forward to each member a brief biographical sketch of each member standing for election listing the member's name, years in Rotary, years served as a director or officer of a Rotary club, years served in district responsibilities with Rotary and, to the extent provided by each member the names of all committees on which each member has served as chair or director.

(d) Each member shall be entitled to vote for not more than the number of Directors necessary to fill the positions of those Directors whose term of office has expired. The completed ballots must be deposited in the ballot box to be provided by the Electoral Committee at each regular meeting of the members until the close of the second regular meeting of the members in December or otherwise received by the Club on or before that date.

(e) The Board of Directors may at any time extend or reduce any of the time frames set out in this by-law.

Section 3 — The members of the Electoral Committee shall meet no later than the first Saturday following the second regular meeting of the members in December at which time they shall count all ballots deposited in the ballot box or received in compliance with Section 2.

Section 4 — As soon as possible after completing the counting of the ballots the

Chair of the Electoral Committee Board of Directors shall communicate to the First Vice-President the results of the Election. At the next regular meeting of the members, the First Vice- President or someone delegated by the First Vice-President shall read the names of those members elected to the Board to the members in attendance at that meeting.

Section 5 — The Board of Directors so elected, chaired by the First Vice-President, shall meet no later than the month of June following their election and elect from the nine directors a Second Vice-President for the year commencing on the first day of July next. The Second Vice-President so elected shall become the First Vice-President the following year and shall assume the office of President on the first day of July immediately following the year of service on the Board of Directors as First Vice-President.

Section 6 — If the Second Vice-President so elected is serving the first of a two-year term as director, that term will be reduced to one year.

Section 7 — In addition to the election of a Second Vice-President, the members of the Board of Directors shall appoint a secretary, a treasurer and a sergeant-at-arms who need not be members of the Board of Directors. If not otherwise members of the Board of Directors, the secretary, the treasurer and the sergeant-at-arms shall be entitled to attend all meeting of the Board of Directors and shall be entitled to such responsibilities and privileges thereof as the Board of Directors may determine.

Section 8 —A vacancy on the Board of Directors or Board of Directors Elect may be filled by action of the remaining members of the Board of Directors from the list of candidates who meet the criteria set out in Article I, in descending order of number of votes in the most recent election.

Section 9 — A vacancy in any office or office-elect shall be filled by action of the Board of Directors.

Article IV

Meetings

Section 1 — *Annual Meeting.* An annual meeting of this club shall be held no later than the month of December in each year, at which time the financial statement for the preceding fiscal year shall be presented for approval by the members.

Section 2 — The regular weekly meeting of this club shall be held on Friday at 12:15 p.m. at such location as determined by the Board.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club.

All members, excepting an honorary member (or member excused by the Board of Directors of this club pursuant to bylaw 1, article VIII, section 2) in good standing in this club on the day of the regular meeting must be counted as present or absent and attendance 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 or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable.

Section 3 — One third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 — Regular meetings of the Board shall be held on the third Monday of each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 — A majority of the Board members shall constitute a quorum of the Board.

Articles V

Dues

The membership dues shall be established by the Board of Directors payable annually on the 1st day of July.

The admission fee shall be established by the Board of Directors payable upon admission to membership.

Article VI

Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of the Second Vice-President and directors which shall be by secret ballot. All motions except those to amend this Bylaw (Article XIV) shall be decided upon by simple majority of all members present. The Chair of the meeting in question will cast the deciding vote in case of a tie.

Article VII

Committees

Section 1 —

(a) The President shall, subject to the approval of the Board, appoint such committees on particular phases of club service, vocational service, community service, international service and fundraising as deemed necessary.

(b) Each committee shall consist of a chair, who shall be named by the President from the membership and not less than two (2) other members.

(c) The President shall be ex officio a member of all committees and as such shall have all the privileges of membership thereof.

(d) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.

(e) Where feasible and practical in the appointment of such committees, there shall be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two (2) year term.

(f) Committees shall be organized under an Avenue of Service Planning Team that has at least one representative of the Board of Directors, who will act as Chairperson, and the Chairpersons of all standing committees of the Avenue as members. Avenue of Service Planning Teams will normally meet twice per year. One meeting shall be devoted to the setting of plans and objectives and corresponding budget requests for each committee in the Avenue of Service. The Board of Directors must approve these plans as part of the setting of the annual club directions. The Avenue of Service Planning Team shall also meet to review the plans and objectives and expenditures and revenues of the committees in that Avenue of Service and make a report to the Board and the membership at a meeting called for that purpose.

Article VIII

Duties and Committees

(a) *Club Service Committees* These committees shall devise and carry into effect plans which are consistent with goals set by the Board; these plans will guide and assist members of this club in discharging their responsibilities in matters relating to club service. The chairpersons of club service committees shall be responsible for regular meetings of these committees. The directors(s) responsible for the Avenue of

Club service shall report to the Board on all club service activities, and shall organize and act as Chairperson(s) of the Club Service Avenue Planning Team meetings.

(b) *Vocational Service Committees* These committees shall devise and carry into effect plans which are consistent with goals set by the Board; these plans will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairpersons of these committees shall be responsible for regular meetings of these committees and for the vocational activities of the club. The directors(s) responsible for the Avenue of Vocational Service shall report to the Board on all vocational service activities and shall organize and act as Chairperson(s) of the Vocational Service Avenue Planning Team meetings.

(c) *Community Service Committees* These committees shall devise and carry into effect plans which are consistent with goals set by the Board; these plans will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairpersons of these committees shall be responsible for regular meetings of these committees and for the community service activities of the club. The director(s) responsible for the Avenue of Community Service shall report to the Board on all community service activities and shall organize and act as Chairperson(s) of the Community Service Avenue Planning Team meetings.

(d) *International Service Committees* These committees shall devise and carry into effect plans which are consistent with goals set by the Board; these plans will guide and assist the members of this club in building relationships with other Rotary sponsored organizations within the community and in cooperating with them in service. The chairpersons of these committees shall be responsible for holding regular meetings of these committees and for the international service activities of the club. The director(s) responsible for the Avenue of International Service shall report to the Board on all international service activities and shall organize and act as Chairperson(s) of the International Service Planning Team meetings.

(e) *Fundraising Committees* These committees shall devise and carry into effect plans which are consistent with goals set by the Board. These plans will guide and assist the members of this club in raising funds sufficient to meet the needs of the club. The Chairpersons of these committees shall be responsible for holding regular meetings of the committee and for the operations of the particular fundraising activity of that committee. The director(s) responsible for the Fundraising Avenue shall report to the Board on all fundraising activities and shall organize and act as Chairperson(s) of the Fundraising Avenue Planning Team meetings.

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 length of time (bylaw 1, article VIII, section 2).

Article X

Finances

Section 1 — The treasurer and/or designate(s) shall deposit all funds of the club with a financial institution(s) to be named by the Board; designates shall provide quarterly accounts to the treasurer.

Section 2 — All bills shall be paid only by cheques signed by the treasurer and/or designate(s) upon vouchers signed by the officer (including committee chairs) designated by the Board of Directors as responsible for the budget being charged. Designate(s) shall provide quarterly accounts to the treasurer. An audit shall be made once each year of all the club's financial transactions. The audit shall be carried out by one or more qualified member(s) appointed by the Board.

Section 3 — Officers (including committee chairs) having charge or control of funds shall give bond (if not already bonded by their place of employment in relation to trust funds) as may be required by the Board for the safe custody of funds of the club, cost of bond to be borne by the club.

Section 4 — The fiscal year of this club shall extend from July 1st to June 30th and for the collection of members' dues shall be one annual period extending from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI 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 5 — The President shall, subject to the approval of the Board, appoint such committees as deemed necessary to raise funds for the work of the club in the four avenues of service. At the discretion of the Board, the President may appoint a finance committee chaired by the First Vice-President. But in any event, before the beginning of each fiscal year, the First Vice-President shall with the assistance of the treasurer prepare or cause to be prepared a budget of estimated income and estimated expenditure for that year which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. The First Vice-President and the treasurer shall annually present the operating budget and financial statements of the club to the membership.

Article XI

Method of Electing Members

Section 1 — The name of a prospective member proposed by an active member of this club shall be submitted on the New Member Proposal Card (yellow) to the Membership and Classification Secretary. At the discretion of the proposer the proposal may or may not be kept confidential.

Section 2 — The Membership and Classification Secretary shall consider and report to the Board on the eligibility of the proposed member from the standpoint of classification and shall investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing and general eligibility.

Section 3 — The Board shall consider and approve or disapprove the recommendations of the Membership and Classification Secretary and shall then notify the membership secretary of the club of its decision. If the decision is favourable the membership secretary shall send a letter instructing the proposer to invite the prospective member to join our club. The Board shall approve the form of such a letter.

Section 4 — The proposer, together with one or more experienced members of the club shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member, proposer and accompanying members shall be requested to complete and submit an application for membership to the membership secretary and to give permission for the prospective member's name and proposed classification to be published to the club.

Section 5 — If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within ten (10) days following publication of the name of the prospective member, the President will introduce the prospective member at a regular meeting of the Club. After this formal introduction the prospective member will be considered to be elected to membership. The club treasurer shall then invoice the new member for the prescribed admission and annual fees. The treasurer shall issue a membership card to the member and the club secretary shall notify the district governor and the club membership secretary shall report the member's name to the general secretary of RI.

If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed member. If a majority of votes are cast by the members of the Board in attendance at such regular or special meeting in favour of the proposed member, the proposed member shall be considered to be elected to membership and be invoiced for the prescribed admission and annual fees.

Article XII

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 the club meeting shall be referred to the Board without discussion.

Article XIII

Order of Business

At regular meetings of members, the order of business shall be:

- Meeting called to order.
- Introduction of visiting Rotarians.
- Correspondence and announcements.
- Committee reports, if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

Article XIV

Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been delivered to each member at least ten (10) days before such meeting. Notice shall normally be given through the regular weekly bulletin of the club. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of RI

PASSED by the Board of Directors on the May 14, 2007.

ADOPTED and accepted by the membership on the June 15, 2007