

REPORT ON REVIEW OF BYLAWS OF THE ROTARY CLUB OF GUELPH

An ad-hoc committee consisting of Jan Jofriet and Stephen Stepinac was asked to review the bylaws of the Rotary Club of Guelph (RCG) at its Board of Directors meeting of August 21, 2006. The ad-hoc committee examined the two bylaws of the RCG in detail and presents herein suggestions for change.

Bylaw 1

Bylaw 1 is the Constitution of RCG dictated to RCG by Rotary International. It can therefore not be changed at the local club level. The committee noted some typographical errors which should be corrected including:

Article VI, section 4, 1st line: or should read of

Article VII, section 1(a), 4th line: member followed by a symbol should read member's

Article IX, section 3, 5th line: provide should read provided

Bylaw 2

The committee suggests that the Articles I, II and III be reordered to provide a more logical presentation. Article I would become Board of Directors (at present Article II); Article II Duties of Officers (at present Article III) and Article III Election of Directors and Officers (at present Article I). The balance of the suggested changes will make reference to this revised order of Articles. They are:

Article I, section 1 (present article II, section 1): change to the president and the president-elect, who will be referred to as first vice-president.

Reason: Bylaw I, the Constitution, refers to a president-elect, whereas we refer to that officer as first vice-president.

Article I, section 2(c) (present article II, section 2(c)): remove the second condition, and accepted the possibility that election to the board could lead to presidency of the club;

Reason: the RCG does not use this second condition at present.

Article I, section 2(d) (present article II, section 2(d)): Change to: 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

Reason: to allow Directors to serve three terms and to make members "sit out" three years before reentering the Board, regardless of the length of their previous membership on the Board. (It should be noted that according to section 2(e) a President is required to "sit out" two years after having served as past president).

Article II, section 2 (present article III, section 2): Change to: *First Vice-President (President-Elect)*

Reason: To tie in better with Bylaw 1.

Article II, section 2 (present article III, section 2): Add a second sentence to say: .
The First Vice-President is expected to assume the office of President after one year
service as First Vice-President.

Reason: Clarify position of First Vice-President.

Article II, section 3(present article III, section 3): Added: The Second Vice-
President is expected to assume the office of First Vice-President after one year service as
Second Vice-President

Reason: Clarify position of Second Vice-President.

Article III (present article I), section 1, last line: Article II to become Article I

Reason: Articles renumbered.

Article III (present article I), section 2: this clause to be deleted.

Reason: The existing clause is not necessary.

Article III, section 2(a) (present article I, section 3(a)): this clause to be simplified
to read “Subject to the provisions of sections 2(b), Directors shall be elected in rotation to
a term of two years”

*Reason: The transition from one-year term to two-year term is now complete and the
bylaw should reflect this.*

Article III, section 2(b) (present article I, section 3(b)): to be changed to “ 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.”

*Reason: The transition from one-year term to two-year term is now complete and the
bylaw should reflect this.*

Article III, section 2(c) (present article I, sections 3(c) and 7): add to the present
section 3(c): “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.”

*Reason: The addition is the present section 7; sections 3(c) and 7 can be combined to a
more logical section outlining all documentation that the Electoral Committee has to
provide.*

Article III (present article I): delete present section 5. Renumber present sections
6 to 11 inclusive accordingly.

*Reason: The procedure described in section 5 is has not been used for many years and is
not likely to arise in the future. The committee believes the provisions for a second ballot
date back many years.*

Article III section 4 (present article I, section 6): If present section 5 is deleted then any reference to a second ballot in this section should also be deleted.

Article III, section 5 (present article I, section 8): to read “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.”

Reason: To clarify the procedure that is outlined in the Bylaw at present.

Article III, section 6, a new section to read: “— 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.”

Reason: To clarify an exception to the normal two-year term of a Director and improve the readability of the bylaw.

Article III, section 8 (present article I, section 10), a reordering of words to read: “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.”

Reason: The present section 10 does not read properly.

Article VII, section 1(d), make correction to read: “Each committee

Article VII, section 1(e), make correction to read: “ Where feasible and practical

Article IX, change first heading to: “**Leave of Absence**”

Article X, section 5: in part changed to “.... 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

*Reason: The budget should be prepared **before** the start of e new fiscal year.*

Article XI, section 5, in part changed to: “The Membership and Classification Secretary shall consider and report to the Board on the eligibility of the proposed member

Reason: It is the Membership and Classification Secretary who carries out this task in our Club.

Article XI, section 5, in part changed to “..... 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.

Reason: This procedure was suggested by the Membership Committee and passed by the Board in September 2006. Also, since there was considerable overlap between Sections 5 and 6, Section 6 was deleted and the salient parts of Section 6 incorporated in Section 5.

Revised Bylaw 2

The revised Bylaw 2 including the suggested changes is attached hereto. The original Bylaw 2 may be found in "Rotary Club of Guelph, Directions 2006-2007, Lead the Way" starting on page 41.

Submitted by Jan Jofriet and Stephen Stepinac at the May, 2007 Board meeting and passed by the Board with minor revisions which have been incorporated in this submission: