

Bylaws of the Rotary Club of Grande Prairie

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club including Directors and Officers.
4. RI: Rotary International. ("RI")
5. Year: The twelve-month period that begins on July 1.

Article 2 Duties and Powers of the Board of Directors

The governing body of this club shall be the board consisting of 9 members of this club, namely, 4 directors elected in accordance with article 3, section 1, of these bylaws, and the president and president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president. The board shall, subject to these Bylaws or directions given it by a majority vote at any Annual General Meeting or Special Meeting of the members of the club properly called and constituted, have full control and management of the affairs of the club.

Article 3 Election and Removal of Directors and Officers

Section 1 – At a regular meeting at least 30 days prior to the meeting for the election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, secretary, treasurer, and 4 directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidate for president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 4 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-elect in such balloting shall be the president-elect and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. Only members in good standing whose annual dues are fully paid are eligible for election to the board of directors. Members in good standing are eligible to vote.

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the director-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 - A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 - A vacancy in a position of any officer-elect shall be filled by action of the remaining directors-elect.

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 the 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 4 Duties of Officers

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and the board to perform other duties as ordinarily pertains to the office of president.

Section 2 - President-elect. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on the 1st of January and the 1st of July of each year, and prorated reports on the 1st of October and the 1st of 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, report changes in membership, which shall be made to the General Secretary for Rotary International; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions to maintain the Club's Policies and Procedures Manual; and perform other duties as usually pertain to the office of secretary. 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 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the directors monthly and the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or the president all funds, books of accounts, or any other club property.

Section 5 - Sergeant-at-Arms. 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.

Section 6 - Past President. It shall be the duty of the Past President to support the President and Board members during the year. The Past President is charged with identification of club members that have the potential and desire to be future board members. The Past President will review and consult on a list of all potential candidates with the President and the President Elect prior to the Annual General Meeting. The Past President will conduct the Annual General Meeting dealing with the election of club officers and directors.

Article 5 Meetings

Section 1 – Annual General Meetings. An annual general meeting of this club shall be held on the 2nd Friday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. If the past year's financial statement and current budget have not been reviewed prior to the Annual General Meeting then this information shall be presented at the Annual General Meeting and such other business shall be transacted as shall properly be brought before the meeting.

Section 2 – Special Meetings. Special Meetings of the members of the club (Special Meeting) may be called by the president of the club. 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 requisitions. Notice of the time and place of a Special Meeting shall be mailed, emailed or delivered to all members at least fourteen (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 this club shall be held on each Friday at 12:15pm. Regular weekly meetings of the club are not General Meetings. Due notice of any changes in or canceling of the regular weekly meeting shall be given to all members of the club one week prior to the change or cancellation. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 of the standard Rotary Club Constitution) in good standing in this club, on the day of the regular weekly meeting, must be counted as present or absent, and attendance must be the standard Rotary Club Constitution, article 8, sections 1 and 2.

Section 4 – Regular Board Meetings. Regular Board Meetings shall be held on the third Wednesday of each month unless the monthly date is otherwise announced by the

board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors provided that twenty- four (24) hours 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.

Section 5 – One-third of the membership shall constitute a quorum at the annual, general and regular meetings of this club.

Section 6 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$50.00 to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be based on RI'S dues per annum, payable quarterly on the first day of the quarter, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription o the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce** vote.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 8 Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and New Generations. This club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended

that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Club Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these 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 and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee; shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for the club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 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.

(Note: Such leave of absence does operate 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 provisions of article 8, sections 3 and 4 of the standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 12 Finances

Section 1 - Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall over see all club funds in a bank, named by the board. The club funds shall be managed to ensure that club operational expenses are fully financed by the members such that funds for service or charitable work will not be spent on club operations.

Section 3 - All bills shall be paid by the treasurer or other authorized officer only when approved by two club officers or directors with signing authority.

Section 4 – The annual financial statement shall be compiled by a qualified accountant (CA, CMA, CGA or equivalent).

Section 5 - The fiscal year of this club shall extend from the 1st day of July to the 30th day of June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from the 1st day of July to the 31st day of December, and from the 1st day of January to the 30th day of June. The payment of per capita dues and RI official magazine subscriptions shall be made on the 1st day of July and the 1st day of January of each year on the basis of the membership of the club on those dates.

Section 6 – The books of the Club shall be audited annually as at the June 30th year end, by two club members approved by the Executive, and who may be two officers/members of the club at large, but neither shall be a signing officer of the Club. A complete and proper Financial Statement of the Club's activities for the previous year, including a Statement of Revenue and Expenditures, shall be submitted for approval under the signature of the President and Treasurer for that year. The Financial Statements shall

thereafter be presented to the club members each fall at a regular meeting to be held on or before the date of the Annual General Meeting.

Section 7 – The signing authority for the club shall consist of any two of the following officers:

- President
- President-elect
- Treasurer
- Secretary
- Past President

Article 13 Membership

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing (digital is acceptable and preferred), through the club secretary with completed proposed member form. A transferring or former member of another club may be proposed to active membership by the former club. Proposed members should attend no less than 2 meetings before name is submitted to the board. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution.

Section 3 - The board shall approve or disapprove the proposal within 14 days of its submission, and shall notify the proposer, through the club secretary of its decision.

Section 4 - If no written objection to the proposal, stating reasons, is received to the president from any member (other than honorary) of the club within seven (7) days following announcement of information about the prospective member at regular meeting, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership at the next immediate regular weekly meeting.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 5 - Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 6 - The club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the board.

Section 7 –

- (a) All members of the club shall have the right to attend and vote at meetings of the club and, subject to Article III, 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 VI.

Section 8 – 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 9 – Honorary 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. Honorary Membership shall be conferred by a vote of the board, and the status of all Honorary Members shall be reviewed by the board annually. Individuals need not be Rotarians to be eligible for this distinction. Honorary Members are entitled to attend and participate in all club meetings and serve on club committees; however, Honorary 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 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 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 the normal club communication methods. Any notice given by ordinary mail is deemed to have been served three business days after the date of mailing.

Article 16 Borrowing Powers

For the purpose of carrying out its objects, the club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures/mortgages, but this power shall be exercised only by a majority vote at an Annual General Meeting or Special Meeting of the members of the club, and in no case shall debentures/mortgages be issued without the sanction of a special resolution of the club.

Article 17 Order of Business

Meeting called to order
Meal
Introduction of visitors and special guests
Correspondence, announcements and Rotary information
Committee reports if any
Any unfinished business
Any new business
Sergeant-at-Arms report
Speaker address or other program features
Adjournment

Article 18 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and bylaws of RI. Any amendments must be changed by way of a special resolution of the members.

Dated: Amended & Approved August 3, 2012



President
Lorraine Gabriel



Secretary
Marilyn Cramer

**ROTARY CLUB OF GRANDE PRAIRIE
SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at a meeting of the members of ROTARY CLUB OF GRANDE PRAIRIE on August 3, 2012

The By-laws were changed as follows:

The existing By-Laws are repealed and they are replaced by the By-Laws attached hereto.

Date: August 3, 2012

Signature: *McNamee*
Secretary