

APPLICABLE TO ROTARY
CLUB OF HALIFAX HARBOUR
UPON NAME CHANGE ON
JUNE 30, 2021

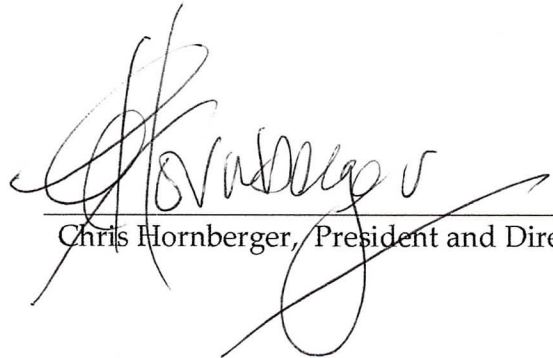
ROTARY CLUB OF HALIFAX HARBOURSIDE

SPECIAL RESOLUTION

CERTIFICATE

I, the undersigned, Director and President of Rotary Club of Halifax Harbourside, hereby certify that the attached is a true and correct copy of the Special Resolution of the Shareholders of the Company enacted on the 12th day of December, 2019, and that the said Resolution is a Special Resolution passed unanimously at a meeting of members of which due notice was given to members that the resolution would be passed as a special resolution, all in accordance with the *Societies Act* (Nova Scotia), and is now in full force and effect.

DATED the 8th day of May, 2020.



Chris Hornberger, President and Director

ROTARY CLUB OF HALIFAX HARBOURSIDE

Special Resolution moved and seconded at the Annual General Meeting of the Rotary Club of Halifax Harbourside on December 12, 2019 at 8:00 am:

"Be it Resolved as a special resolution of the Rotary Club of Halifax Harbourside that the attached consolidated by-laws designated as document #1875139v7 be adopted as the by-laws of the Rotary Club of Halifax Harbourside in substitution for the existing by-laws on file with the Registry of Joint Stock Companies and that the Secretary be authorized to send a certified copy of this special resolution and the consolidated by-laws for filing with the Registry of Joint Stock Companies."

**BYLAWS OF
ROTARY CLUB OF HALIFAX HARBOURSIDE
("CLUB")**

DEFINITIONS

In these Bylaws, unless there is something in the subject or context inconsistent therewith:

- (a) "Club" means Rotary Club of Halifax Harbourside, a body corporate incorporated under and governed by the *Societies Act* of Nova Scotia (R.S.N.S. 1989, c.435), as amended;
- (b) "Registrar" means Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (c) "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present at a general meeting or special meeting of members of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given;
- (d) "Officers" means those individuals that are elected to the positions of President, Vice President, Secretary, Treasurer and Past President;
- (e) "Rotary Year" means the twelve (12) month period commencing July 1st and ending on June 30th each year;
- (g) "Board" means the members of the Board of Directors of the Club elected according to the procedures set out in these Bylaws;
- (h) "member" means a member of the Club, other than an honorary member; and
- (i) "RI" means Rotary International.

ARTICLE I OFFICERS AND DIRECTORS

1.1 Members of the Board of Directors

The Officers and directors-at-large shall constitute the Board of Directors (collectively called the "Board" in these Bylaws) for the ensuing Rotary Year commencing July 1st".

1.2 Number of Directors

The Board shall consist of a minimum of six (6) and a maximum of twelve (12) directors.

1.3 Powers of the Board of Directors

The governing body of the Club shall be the Board. The management of the activities of the Club shall be vested in the Board who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by law expressly directed or required to be exercised or done by the Club in general meeting.

1.4 Vacancies on Board

A vacancy on the Board or in any Office shall be filled by action of the remaining members of the Board, subject to section 2.4.

1.5 Continuity of Board

The incoming Board, each year, shall meet in common with the outgoing Board, at least once before July 1st. These meetings are to provide continuity of operation.

1.6 Removal of Officer or Director

The Club may by Special Resolution remove any Officer and/or director before the expiration of his or her term and appoint another person in his or her stead, who shall serve as a director and hold office during the remainder of the term of person whom he or she replaced. Any member of the Board or Officer whose membership is terminated or who resigns as a member shall cease to be a director and shall cease to hold any Office to which they have been elected.

1.7 Terms of Office

Each of the Officers shall have a term of office of one year and each of the directors-at-large shall have a term of office of two years.

1.8 Officers and Directors of Sponsored Clubs

The Club may sponsor a satellite Rotary clubs and other clubs affiliated with RI and such satellite club or other sponsored clubs shall elect their own board of directors and officers in accordance with their respective by-laws and in accordance with requirements of RI.

1.9 No Remuneration of Officers and Directors

Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However a director or Officer may be paid reasonable expenss incurred in the performance of their duties.

ARTICLE II ELECTION PROCEDURE

2.1 Election of Officers and Directors-At-Large

At the annual meeting called in accordance with section 4.1, the chair of the meeting shall ask for nominations for Officers and directors-at-large. The chair of the meeting shall be the President or another member as delegated by the President. The nominations may be presented by a nominating committee established under section 2.3 or by members from the floor or by both. The nominations so made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting called in accordance with section 4.1. Separate ballots shall be made out for each of the offices of President, Vice-President, Secretary, and Treasurer and the candidates for each of the offices receiving the most votes shall be declared elected to their respective offices. Prior to voting for the directors-at-large the meeting shall determine the number of directors at large to be elected at the meeting, such number not to result in a number of directors that is larger than the maximum nor lower than the minimum number of directors permitted under section 1.2. The number of candidates equal to the number of directors at large to be elected for the positions of directors-at-large receiving the most votes shall be declared elected as directors-at-large to assume office at the commencement of the next Rotary Year . Where there is only one candidate for an office, that person shall be acclaimed to such office by the chair of the meeting. Despite the foregoing, unless prior to the commencement of the balloting a resolution of members is passed requiring an election of President to take place, the Vice-President then holding office shall be acclaimed as President for the following Rotary Year.

2.2 Qualifications

Each Officer and director shall be a member in good standing of the Club. The person elected as President for the ensuing Rotary Year shall be known as the President-Elect and shall attend the District Leadership Training and District Assembly (convention) unless excused by the District Governor-Elect. If so excused, the President-Elect will send a designated club representative who shall report back to the President-Elect.

2.3 Nominating Committee

The Nominating Committee shall present a proposed slate of Officers and directors-at-large at a regular meeting at least two weeks prior to the date of the meeting designated as the annual meeting. The Nominating Committee shall consist of the President of the Club, the two most recent past Presidents who continue to be members of the Club and a fourth member of the Club, who is not a current Officer or director of the Club nor a person who has been a President within the last five years, appointed by the Board. Any three (3) members shall constitute a quorum at any meeting of the Nominating Committee and the most recent past President who is willing and able and is still a member of the Club shall act as Chair thereof.

2.4 Vacancy Before July 1st

In the event of the transfer, resignation or death of any Officer or director of the Club before commencing his or her term of office, the Nominating Committee shall reconvene at the request of the President to appoint a replacement or to effect any adjustments necessitated by such transfer, resignation or death. Vacancies after July 1st shall be filled according to section 1.4.

ARTICLE III DUTIES OF OFFICERS AND HOST

3.1 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. The President may from time to time authorize other members to preside as chair of meetings, including a schedule of rotation of members.

3.2 Vice-President and President-Elect

It shall be the duty of the Vice-President to:

- (a) preside at meetings of the Club in the absence of the President if the President is absent and has not delegated the function to another member, and the Vice-President may in such event authorize other members to so preside;
- (b) preside at meetings of the Board in the absence of the President;
- (c) fulfill other duties of the President in the absence of the President; and
- (d) perform such other duties as ordinarily pertain to the office of Vice-President and President-Elect.

3.3 Secretary

It shall be the duty of the Secretary to send out notices of meetings of the Club, Board and Club Assemblies; record and preserve the minutes of such meetings; keep the records of membership; make the required reports to RI and District 7820; ensure members are correctly listed in electronic records accessible by RI and District 7820 and delete members who have who do not intend to continue beyond June 30 and December 31 of each Rotary Year; prepare and send invoices for membership dues to members; and perform such other duties as are usually pertain to the role of Secretary or as are prescribed by RI..

3.4 Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as

pertain to the office of Treasurer. 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.

3.5 Host

The Board shall appoint a Host whose duties shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board, including having the meeting place in order, the gavel and banners in place, guiding visitors to the sign-in desk assisting with seating, collecting fees for the meeting, introducing guests and collecting any funds, including but not limited to, 50/50 sales, “Happy Bucks” and polio donations. He or she shall maintain order and have members in place at starting time.

ARTICLE IV MEETINGS

4.1 Annual Meeting

An annual meeting of the Club shall be held at a meeting held between November 15 and December 15th (both inclusive) of each year which has been designated by the Board as the annual General Meeting of the Club, at which time the election of Officers and directors to serve for the ensuing Rotary Year shall take place.

4.2 Regular Meetings

The regular weekly meetings of the Club shall be held at 7:15 a.m. on Friday of each week, provided that for good cause, the Board may

- (a) change the regular meeting of any week to a different day of the same week and/ or to a different hour,
- (b) cancel the regular meeting of any week because it falls on a legal holiday, or because of the death of a Club member, due to any epidemic, disaster or armed conflict;
- (c) cancel the regular meeting of any week due to a conflicting or adjacent Club meeting or District meeting or project activity, provided that the Board may not cancel more than four regular meetings in a year for causes not otherwise specified in clause (b) above and further provided that the Club does not fail to meet for more than three consecutive regular meeting dates, or
- (d) authorize the holding of additional *ad hoc* or regularly scheduled meetings, including but not limited to “Rotary After Hours”, at which formal business shall not be conducted.

Notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club.

4.3 Special Meetings of Club & Assemblies

The President may call a special meeting of members at any time. The President shall call a special meeting of members upon the request of twenty-five percent of the members. Notice of the meeting shall be given to the members not less than six (6) days in advance (the day on which the meeting is held is counted as one of the days of notice), or on such shorter notice period as the directors may unanimously agree. Notice may be given verbally at a Club meeting or in accordance with section 16.1. The President shall call at least two special meetings of the Club each year which shall be designated as "Club Assemblies".

4.4 Attendance and Participation

All members excepting an honorary member (or member excused by the Board of the Club, pursuant to section 10.1) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and members shall be encouraged to:

- (a) be present at such number of times that represents at least fifty (50) percent of Club's regular meetings, and a member shall be counted as present at a regular meeting if he or she is present at a meeting of the Club, at a meeting of a committee of the Club, at a Board meeting, at a meeting of any other Rotary Club, Rotary conference, Assembly, Rotary training or attending a Club project, or
- (b) to otherwise participate in Club activities or projects to such an extent as to evidence a substantial level of engagement with the Club.

4.5 Quorum for Club Meetings

One-third (1/3) of the members in attendance in person or pursuant to section 4.8 shall constitute a quorum at any meetings of the Club. No proxies shall be counted.

4.6 Regular and Special Meetings of the Board

Regular meetings of the Board shall be held at least ten times per year, and generally monthly. 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. Notice to the directors shall be given not less than 48 hours in advance, or on such shorter notice period as the directors may unanimously agree.

4.7 Quorum for Board Meetings

A majority of the Board members shall constitute a quorum of the Board.

4.8 Electronic Attendance at Meetings

Members or directors will be considered in attendance at meetings if they attend either in person or by means of such telephone, electronic or other communication facilities whereby all persons participating in such meeting can hear and speak to each other simultaneously and a person so attending shall be entitled to vote.

ARTICLE V FEES AND DUES

5.1 Dues on Admission to Membership

A new Member shall pay promptly on admission to membership a proportion of the annual membership dues for that Rotary Year equal to the proportion of which the number of months remaining in that Rotary Year (including the month of induction) is of twelve months.. There shall be no admission fee payable by an applicant for membership in addition to such annual membership dues.

5.2 Annual Membership Dues

The membership dues shall be payable within thirty (30) days of July 1 and shall be an amount recommended from time to time by the Board, and if such dues are to be changed from the dues payable for the preceding year, shall be the amount recommended by the Board and approved by a Special Resolution of the members. The dues structure may provide for a reduced annual fee for members with such characteristics as are specified by the Board and approved by the members, such as those younger than a specified age or ages, family members or members of satellite or other sponsored clubs affiliated with RI

ARTICLE VI METHOD OF VOTING

6.1 Voting

The business of the Club shall be transacted by voting by members by a show of hands at a meeting except for the election of Officers and Directors, which shall be by secret ballot. Each member shall have one vote at a meeting of the Club. Each director shall have one vote at a meeting of the Board. In the event of an equality of votes, the Chair of the meeting shall have a second vote. No member or director shall be entitled to vote as proxy for another member or director. Meetings may be conducted in accordance with section 4.8.

6.2 Resolutions of Members in Writing

A resolution, other than a Special Resolution, circulated to members which is consented to in writing (including by email) **by two-thirds of members** shall be as valid and effectual as a resolution passed by a majority of members at a meeting of the Club.

6.3 Resolutions of Board in Writing

A resolution circulated to directors which is consented to in writing (including by email) **by all directors** shall be as valid and effectual as a resolution passed by directors at a meeting of the Board.

ARTICLE VII AVENUES OF SERVICE

7.1 The avenues of service are the philosophical and practical framework for the work of the Club. They are Club Service, Vocational Service, International Service, Community Service and New Generational Service. The Club shall be active in each of the avenues of service.

ARTICLE VIII FORMATION OF COMMITTEES

8.1 Standing Committees

The Board, taking into consideration the requirements of the RI Manual of Procedure and section 8.6 of these by-laws and the President's appointment of Chairs under section 8.4, shall appoint the initial members of the following Standing Committees:

- (a) Club Administration Committee (with or without subcommittees) s in the following areas:
 - (i) Social;
 - (ii) Host;
 - (iii) Program and Speaker; and
 - (iv) Bylaw, strategic plan update.
- (b) Membership Committee;
- (c) Public Relations Committee;
- (d) Local Committee;
- (e) Fundraising Committee;
- (f) Youth Committee;
- (g) International Committee;
- (h) The Rotary Foundation Committee.

8.2 Additional Members

The Committee members may add additional members from members of the Club as the chair of the committee determines from time to time.

8.3 Additional Committees

The President may, subject to the approval of the Board, also appoint such other committees on particular phases of the avenues of service as deemed necessary.

8.4 Appointments to Committees

The Club Administration Committee, the Membership Committee, the Public Relations Committee, the Local Committee, the Fundraising Committee, the Youth Committee, International Committee and the Rotary Foundation Committee, shall each consist of a Chair, who shall be named by the President, and one or more other members appointed by the Board or added by the committee chairs pursuant to section 8.2. Each Committee shall have at least one member who reports directly to the Board, and such member may be a director or Officer.

8.5 Duties and Responsibilities of Committees

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.

8.6 Continuity on Committees

Where feasible and practicable in the appointment of Club Committees, there should 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-year term.

ARTICLE XIV DUTIES OF COMMITTEES

9.1 Club Administration Committees

(a) Social Committee

This Committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.

(b) Host

Responsible for the general running of the meetings and keeping time and order.

(c) Program and Speakers Committee

This Committee shall prepare and arrange the programs for the regular and special meetings of the Club. The Host will be on this committee.

(d) Bylaw and Strategic Plan Committee

This committee is responsible to keep the bylaws and strategic plan up to date with members of the Club.

9.2 Membership Committee

This Committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their respective responsibilities in matters relating to Club service and shall:

- (a) plan and implement strategies to identify potential new members;
- (b) meet and educate prospective members on benefits and responsibilities of Rotary in general and of the Club in particular and collect pertinent information including biographical information about such individuals;
- (c) make recommendations to the Board on whether to admit individuals to membership;
- (d) organize induction ceremonies for new members to be inducted to membership in the Club;
- (e) devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all Club members; and
- (f) encourage attendance at regular meetings of the Club and attendance at regular meetings of other clubs when unable to attend meetings of the Club, promote better incentives for good attendance and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

9.3 Public Relations Committee

This Committee shall devise and carry into effect, plans to give the public general information about Rotary, its history, object, and scope, and to secure proper publicity for the Club and be responsible for updating of:

- (a) Website;
- (b) Social media; and

- (c) Promotion of Events

9.4 Local Committee

This Committee shall organize as one committee or form subcommittees to assume responsibility for the following matters:

- (a) **Vocational Matters:**

- (i) Devise and carry into effect plans which will guide and assist the members of the Club to engage in vocational service projects. The Chair shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any Committees that may be appointed on particular phases of vocational service.

- (b) **Community Matters:**

- (i) Devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their community relationships and to devise and carry into effect plans which will guide and assist the members of the Club in working to make the community a better place to live by improving the physical condition of the community and its facilities. The Chair of this Committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any Committees that may be appointed on particular phases of community service.

9.5 Fundraising Committee:

This committee is responsible for implementing and organising the chosen events for raising funds for the Club's projects.

9.6 Youth Committee

This committee will look after all things pertaining to Youth exchange, Interact Clubs, Roteract clubs, school projects and other youth programs the Club is involved in financially and keeping police checks and RI requirements up to date.

9.7 International Committee

- (a) devise and carry out plans which will guide and assist the members of the Club in discharging their responsibilities in matters relating to international service and to devise and carry into effect plans which will guide and assist the members of the Club in dealing within the community with the welfare of human beings of all kinds throughout the whole span

of life by providing assistance and support to those in need. The Chair of this Committee is responsible for the international humanitarian and educational service activities of the Club and shall supervise and coordinate the work of any Committees that may be appointed for particular projects related to international service.

- (b) **Scholarships** - encourage applicants to apply for scholarships by the deadline established by RI from time to time for the ensuing school year.

9.8 The Rotary Foundation Committee

This committee shall organize as one committee or form subcommittees to assume responsibility for the following matters:

- (a) **Donations:**

- (i) develop and implement plans to support The Rotary Foundation through both financial contributions and program participation and Paul Harris Awards;

- (b) **Grants:**

- (i) request any District Grants Applications before the District deadline for applications for the ensuing year and request applications for Global Grants at any time for the areas of focus specified by RI from time to time, which at the time of enactment of these by-laws are:
 - (1) Peace and conflict prevention/resolution;
 - (2) Disease prevention and treatment;
 - (3) Water and sanitation;
 - (4) Maternal and child health;
 - (5) Basic education and literacy; and
 - (6) Economic and community development.

ARTICLE X LEAVE OF ABSENCE

10.1 Application to the Board

Upon written application setting forth good and sufficient cause, the Board may grant a member leave of absence excusing that member from attending the meetings of the Club for a specified length of time, generally not to exceed twelve months.

10.2 Effect of Leave of Absence

A leave of absence operates 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 or otherwise obtains credit for attendance under section 4.4, the excused member must be recorded as absent except that absence is authorized and thereby not computed in the attendance record of the Club, provided the member is otherwise in good standing.

ARTICLE XI FINANCES

11.1 Receipts

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

11.2 Signing Authority

Cheques and withdrawals shall be signed by any two of the President, Vice-President, Secretary, Treasurer or Past-President. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Club by any two of the President, Vice-President, Secretary or Treasurer, or otherwise as prescribed by resolution of the Board.

11.3 Borrowing Powers

The borrowing powers of the Club may be exercised by Special Resolution of the members.

11.4 Review or Audit of Accounts

An individual may be appointed by the members at any meeting to examine with such scope as the members so determine the financial statements of the Club and report to the Board and the members at the next annual General Meeting the financial statements and procedures of the Club. The examining or reviewing person need not be a licensed public accountant. The members may, but are not required to appoint licensed public accountant to audit the accounts of the Club. Such examiners, reviewers and auditors shall have full access to all books, records and accounts of the Club.

11.5 Fiscal Year

The fiscal year of this Club shall be the Rotary Year, namely from July 1st to June 30th.

11.6 Annual Budget

On or before June 30 of each Rotary Year the incoming Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the forthcoming Rotary 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 budget should provide for dues approved by the members in accordance with section 5.2.

11.7 Convention Fund

The Club may maintain a "Convention Fund", the purpose of which shall be to assist the incoming President or other members of the Club to attend Rotary Conventions or training programs.

11.8 Charitable Trust

The Board may establish, upon approval of the members, a charitable trust and register it with Canada Revenue Agency as a "charitable foundation" as defined by the Income Tax Act of Canada and be provided with a registration number. All funds or donations received by the said charitable trust shall be held and applied by the trustees on such terms as are set out in the terms of the instrument establishing the charitable trust. The trustees shall be Officers or directors or other representatives of the Club appointed by the Board from time to time and a trustee shall cease to be a trustee upon vacating such office, directorship or membership.

ARTICLE XII METHOD OF ADMITTING MEMBERS

12.1 Admission to Membership

The subscribers to the Memorandum of Association and the other members of Rotary Club of Halifax Harbourside at the date of incorporation of the Club as is certified by the Secretary of the Club together with such persons as shall be admitted to membership in accordance with these Bylaws, and none other, shall be members of the Club, and their names shall be entered in the Register of Members accordingly.

12.2 Number of Members

For purposes of registration, the number of members of the Club is unlimited.

12.3 Non-transferable Membership

Membership in the Club shall be non-transferable. Members may transfer to another Rotary Club in accordance with the requirements of RI and the by-laws of the other club.

12.4 General Qualifications of Members

Membership shall be limited to adult persons, or such younger age as may be approved by the Board generally or with respect to a specific class of member, of good character and good reputation in their business, professional and work activities.

12.5 Categories of Membership

The Club shall have two kinds of membership, namely:

- (a) **active:** who shall:
 - (i) be qualified as an adult person who demonstrate good character, integrity and leadership; possess good reputation within their business, occupation and community; are willing to serve in their community and/or around the world and having their place of business or residence in the locality of the Club or surrounding area. A member moving from the locality of the Club may retain membership in the Club where the Board grants such permission and the member continues to meet all conditions of Club membership. A person may not be a member of the Club and another club of RI;
 - (ii) shall be obligated to pay dues as determined under Article V;
 - (iii) shall be entitled to attend all meetings of member sof the Club and to cast one vote thereat;
 - (iv) shall have such rights under the Bylaws of RI as are accorded to members of clubs of RI.
- (b) **honorary:** who shall:
 - (i) be exempt from paying dues;
 - (ii) have no rights to vote;
 - (iii) not hold office as a director or Officer of the Club;
 - (iv) be entitled to attend all meetings and enjoy all other privileges in the Club, but have no rights or privileges in other clubs of RI, except to visit without being another Rotarians' guest.

The Board may create other classes of membership from time to time in consultation with the Membership Committee and approved by ordinary resolution of the members, and if membership fees are reduced from those of active members then such reduced fees approved by special resolution in accordance with section 5.2.

12.6 Classifications

Each active member of the Club shall be classified in accordance with the member's business, profession, work or activities. The classification shall be that which covers the principal and recognized activity of the firm, company or institution with which such member is connected or which covers such member's principal and recognized business, professional work or other activities.

12.7 Proposal for Membership

A prospective member, whether referred by a member, a past member or through the Club's website, social media or through direct approaches by individuals interested in membership, shall be referred to the Membership Committee which shall consider whether the proposed member meets all the membership requirements of the Club and shall discuss with the proposed member the purposes of Rotary and of the privileges and responsibilities of membership, following which the membership committee shall make a recommendation to the Board about whether to admit the individual to membership and if approved by the Board the name shall be published to the members.

12.8 Board Approval Required

The Board shall seek to approve or disapprove the proposed member within seven days but in any event shall approve or disapprove the proposed member in not less than thirty (30) days of receiving the report from the Membership Committee, subject to reconsideration following notification of members.

12.9 Members to be Notified

The name of a person invited to membership shall be announced to the membership at a Club meeting or by email before the person is admitted as a Member and if no written objection to the proposal, stating reasons, is received by the Board from any member (other than an honorary member) promptly after such announcement that person, upon approval by the Board and promise by the proposed member of prompt payment of the portion of annual membership fees as prescribed in these Bylaws, shall be inducted as a Member. If any such objection is received, the Membership Committee shall file it with the Board, which shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the applicable portion of the annual membership fee (if not honorary membership), shall be inducted as a Member.

12.10 Induction

The Membership Committee in consultation with the President shall arrange for the new member's induction by the President or the President's appointee, and the Secretary shall report such action to RI.

12.11 Termination of Membership

Membership shall terminate where the Board determines:

- (a) That a member has failed to pay dues within thirty (30) days after the prescribed time and the Secretary has notified the member in writing that dues are payable within ten (10) days of such written notice and such dues remain unpaid after the expiry of the said ten day's written notice;
- (b) That a member has failed to attend the number of meetings or has otherwise failed to participate as required under section 4.4;

- (c) On any reason deemed sufficient, by a vote of not less than two-thirds (2/3) of the members of the Board present, at a meeting called for that purpose.

12.12 Member's Notice of Termination

In any case, the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the Board a written answer. The member shall have the opportunity of appearing before the Board to state the member's case.

12.13 Resignation

Any member may resign from the Club by delivering a written resignation to the President or Secretary of the Club, and shall be accepted by the Board. Resignation shall not release the former member's obligation to pay the Club all indebtedness owing by such member prior to his or her resignation, including membership fees.

12.14 Members of Sponsored Clubs

Satellite Rotary clubs and other clubs affiliated with RI and sponsored by the Club shall admit their own members in accordance with their respective by-laws and requirements of RI.

ARTICLE XIII RESOLUTIONS

13.1 Board to Consider Business

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 and such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion, unless a majority of members of the Board are present at the meeting and agree to have such matter discussed at such meeting of members. Any conclusion reached by the members is subject to reconsideration by the Board within seven days of the meeting.

ARTICLE XIV ORDER OF BUSINESS

14.01 Agenda for Regular Meetings of Club

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

ARTICLE XV AMENDMENTS

15.1 Amendments to the Bylaws

These Bylaws may be amended by Special Resolution. No amendment or addition to these Bylaws can be made which is not in harmony the Constitution and Bylaws of RI.

ARTICLE XVI MISCELLANEOUS

16.1 Notice

Any written notice to members or directors contemplated or referred to in these Bylaws may be sent by facsimile transmission, email, text or other electronic transmission at such telephone number or electronic address as the member has last notified the Secretary in writing. Written notice may also be given by mail or by personal delivery.

16.2 Inspection of Records by Members

The books and records of the Club may be inspected by any member at any reasonable time upon five (5) days' notice within the five (5) days prior to the annual general meeting at the Registered Office of the Club.

16.3 Custody and Use of Seal

The seal of the Club shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

ARTICLE XVII ARBITRATION

17.1 Arbitration of Disputes

Should any dispute arise between any member or former member of the Club relative to membership or to these Bylaws which cannot be satisfactorily settled under the procedure provided for in these Bylaws or in the Bylaws of RI, the difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrator shall appoint an arbitrator who shall be the chair of the arbitration panel. Multiple individuals who have substantially the same position in the dispute shall be considered one party entitled to appoint one arbitrator. Only the members of a Rotary club may be appointed as arbitrators. The decision arrived at by a majority of the arbitrators shall be final and binding on all parties.

revised December 12, 2019