

# **Bylaws of The Rotary Club of Ahuriri (Napier) Incorporated #18545**

## **Compiled as per Recommended Rotary Club Bylaws**

**May 2019**

These By-laws are to be read in conjunction with the latest Standard Rotary Club Constitution

### **Article 1: Definitions**

- **RI:** Rotary International
  - **Bylaws:** the Bylaws of this club
  - **Constitution:** the current Standard Rotary Club Constitution
  - **Board:** the Board of Directors of this club
  - **Director:** a member of this Club's Board of Directors
  - **Quorum:** the minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
  - **Member:** a member, other than an Honorary member, of this club
  - **Corporate Member:** a business or organisation with full member rights
  - **Satellite Club:** a potential club whose members are also members of this club
  - **The Club:** the Rotary Club of Ahuriri (Napier) Inc.
  - **Year:** the twelve month period which begins 1<sup>st</sup> July
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### **Article 2 Board**

1. The governing body of this club is the board of directors consisting of: The President, the President-elect who is also the Vice President, the Immediate Past President (if available) a Secretary, a Treasurer and up to five or six Directors.
2. The club does not have a permanent role for a sergeant at arms but rotates this role.
3. A satellite or future club, if acquired, will have a separate board of directors.

### **Article 3 Elections and Terms of Office**

1. One month before AGM elections, members nominate candidates for president elect (vice president) and secretary to report to District. The treasurer is also, preferably, nominated and elected at the AGM.
2. Directors are nominated and elected no later than two months before due to start office.
3. All nominations are presented by members from the floor.
4. The candidate who receives a majority of the votes for each office is declared elected to that office.
5. If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.
6. If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement with the exception of the role of president when it will go to the club to nominate and elect
7. **The terms of office for each role are:**
  - **President** — one or two years
  - **Vice President / President-Elect** – from nomination/election to taking office as president
  - **Treasurer** — no fixed term for an individual
  - **Secretary** — no fixed term for an individual

- Directors – no fixed term for an individual  
N.B. It is preferable that the Club ROTATES all positions to give all members an opportunity to serve and develop leadership skills.

#### **Article 4 Duties of the Officers**

1. The president presides at club and board meetings.
2. The immediate past president is a member of the club board.
3. The president-elect is also the vice president and prepares for his or her year serving on the board as a director. This person also presides at club and board meetings when the president is absent.
4. A director attends club and board meetings.
5. The secretary keeps membership and attendance records.
6. The treasurer oversees all funds and provides an annual accounting of them.
7. Rotary Club manuals provide details on the roles of club officers

#### **Article 5 Meetings**

1. An annual meeting of this club is held no later than 31 December to elect the officers who will serve for the next Rotary year.
2. The Club meets on Monday evenings from 5.30m for fellowship, a meal at 6pm followed by meeting matters and usually a guest speaker. Finishes 7.30pm.
3. We do not meet on public holidays.
4. Our last meeting of the calendar year is around mid-December and we resume meetings again at the end of January.
5. The current locality of The Club is The Westshore Beach Inn, 85 Meeanee Quay, Westshore, Napier.
6. The Club's website may also be referred to for club information.
7. The club will have at least one Club Forum meeting per year (so that all members have an opportunity to be involved with club proceedings) and also one meeting to present the incoming budget.
8. Board meetings are held each month February to November.
9. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

#### **Article 6 Fees / Dues / Subs**

1. Membership fees (dues) are reviewed and set by the board at the first July meeting.
2. Membership fees (dues) are paid either as a lump sum or monthly.
3. Annual club fees include RI per capita dues, a subscription to Rotary Down Under magazine, district per capita dues and club fees.
4. Members on LOA (Leave of Absence) for any extended length of time are still 'active' members and will be expected to continue to pay full fees during the period of absence

#### **Article 7 Method of Voting**

1. The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by private ballot.
2. The board may also provide a ballot for a vote on some resolutions.
3. Satellite club voting procedures are the same.

## **Article 8 Committees**

1. Club committees coordinate their efforts to achieve the club's annual and long-term goals.
2. The Club has six basic committees:
  - Club Administration (includes a 'Social Committee')
  - Membership
  - Public Image
  - Rotary Foundation
  - Service Projects
  - Youth (Includes an Interact Committee)
3. The president is an ex officio member of all committees and, as such, has all the privileges of membership.
4. Each committee's chair (director) is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.
5. There is also a webmaster, a Bulletin editor, a programmer for guest speakers and a member who compiles the weekly duties roster.

## **Article 9 Finances – also refer Article 26 in the current Club Constitution**

1. Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.
2. The treasurer deposits club funds into one of two accounts – the Club Account for club operations or the Charitable Trust account for service projects.
3. Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors. There are 3 signatories to the bank accounts
4. A qualified person conducts a thorough annual review of all financial transactions.
5. Club members will receive an annual financial statement of the club.
6. The fiscal year is from 1 July to 30 June.

## **Article 10 Method of Electing New Members**

1. A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.
2. The secretary asks the proposed new member to fill out an application form which is circulated to the board for approval within one week
3. If the board approves the candidate's membership the application is then circulated by email to all other members
4. If there have been no substantive objections within 3 days the president then invites the prospective member to join the club.

### **Article 11: Membership**

1. The Club has three kinds of membership – active, honorary and corporate.
2. Honorary members are reviewed by the board at the first July meeting.
3. Corporate members will pay the same fees as an active member.
4. Corporate members may substitute attendees with employees of the said corporation or business. The corporation will provide the club with a list of approved attendees.
5. Corporate members will have one vote (from any one of the approved attendees)
6. There is a “Friends of Rotary” option. “Friends” of Rotary are not members but are invited to partake in club fellowship and to assist with club projects.
7. The Club mentors an Interact Club at Napier Boys High School. The Interact members are not members of the Club but have a close association.

### **Article 12 Education**

1. All members will be encouraged to attend Rotary training seminars.
2. The club will finance Rotary training as approved by the board.

### **Article 13 Internal Disputes – also refer Article 19 in the current Club Constitution**

1. Any complaint (against a member or otherwise) must be made in writing to the board.
2. Anonymous complaints will not be accepted.
3. The complaint must be brought to the attention of the member concerned in writing and include a copy of the original complaint within seven days of receipt of the complaint by the board.
4. The member will then have 7 days to respond to the board.
5. The complaint will be dealt with at board level if possible.
6. If necessary the matter may go to mediation or arbitration chaired by an impartial director or an outside senior Rotarian agreed on by both parties (refer Constitution Article 19).

### **Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum (one third of members) present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

All other matters – please refer to the Standard Rotary Club Constitution or the Incorporated Societies Act 1908 (reprint 12 Nov 2018)

**13 May 2019**