

Bylaws of the Rotary Club of Ahuriri

May 2007

Article I 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.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the Board of Directors consisting of nine (9) members of this club, namely, four (4) directors elected in accordance with article 3, section 1, of these bylaws, the president, president-elect/vice-president, secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, and four (4) members of the board of directors. The nomination/s may be presented by a nominating committee, or by members from the floor, by either or by both, as the 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 candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four (4) candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall serve as a member of the board as president-elect and vice-president 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 his year of service on the board as president-elect and vice-president.

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 directors-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 the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

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 and to perform other duties as ordinarily pertain 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 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president, including that of Sergeant.

Section 4 – *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 1 January

and 1 July of each year, and prorated reports on 1 October and 1 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; 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; and perform other duties as usually pertain to the office of secretary.

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform 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.

Section 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be the responsibility of the Vice President and shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held in November in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Monday at 6.00pm.

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

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 meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 8, sections 1 and 2.

Section 3 – One-third 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 second 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) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be set annually by the board and shall be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be set annually by the board and paid on demand, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – The board may make special arrangements for payment in cases of proven financial hardship.

Article 7 Method of Voting

The business of this club (including the election of officers and directors) shall be transacted by *viva voce** vote save that in the case of those elections any member having the right to vote may insist that a ballot be held.

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

Article 8 Four Avenues of Service

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

A Club Services Committee shall be appointed and shall be responsible for the Club's management and housekeeping as detailed in the Office Holder's Handbook.

Further standing committees may be appointed as follows:

- Community Service. This committee should be responsible for community service as detailed in the Office Holder's Handbook.
- International Committee. This committee should be responsible for international service as detailed in the Office Holder's Handbook.
- Youth and Vocational. This committee should be responsible for youth and vocational Service as detailed in the Office Holder's Handbook.

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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in The Club Committee Manual. A club may develop a different committee structure as needed.)

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 club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Each committee shall report current and future activities at every board meeting.

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 stand 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 deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by board or two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 – The Treasurer shall report at each board meeting the bills to be paid and the current financial situation of the clubs bank accounts.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. 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 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her 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 (other than honorary) of the club within seven (7) days following publication of information about the prospective member, 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.

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 6 – 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 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

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 Order of Business

Meeting called to order.

Grace

Introduction of visitors if any.

Correspondence, announcements and Rotary Information if any.

President's time.

Committee reports if any.

Any unfinished business if any.

Any new business if any.

Three Minute Speaker if any.

Sergeant at arms.

Address or other program features.

National Anthem.

Adjournment.

Article 16 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.

Article 17 The Seal

The common seal of the club shall be that approved and adopted by the Board of Directors and shall be kept in the custody of the secretary and shall only be affixed to an instrument pursuant to a resolution of the directors and in the presence of two directors (one of whom shall be the President or the Secretary) who shall sign the document or instrument to which the seal is so affixed.

Article 18 The Control and Investment of Funds

The Board of Directors may from time to time invest and reinvest in such securities and upon such terms as it thinks fit the whole or any part of the funds of the club which shall not be required for the immediate business of the club.

Article 19 Power to Borrow

The Club shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures bonds mortgages or any other security founded or based on all or any of the property and/or rights of the club or without any such security and upon such terms as to priority and shall seem fit to the Board of Directors who shall be entitled to exercise such power to borrow or raise money.

Article 20 Payments to Members

No member or person associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage.

Except where that income, benefit or advantage is derived from:

- (a) Professional services to the organisation rendered in the course of business charged at no greater rate than current market rates; or
- (b) Interest on money lent at no greater rate than current market rates.

Article 21 Winding Up

The club may be voluntarily wound up in accordance with Section 24 of the Incorporated Societies Act 1908.

Article 22 Disposition of Property in event of Winding Up

In the event of voluntary winding up the surplus funds and property of the club shall be disposed of for charitable purposes in accordance with the wishes of the District Governor of Rotary International.

Should the club be wound up by the Registrar of Incorporated Societies or by the order of the High Court the disposition of surplus assets shall be determined at a meeting specially convened for that purpose.