

# Bylaws of The Rotary Club of Galston Inc. Adopted Nov 2011

## 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 consisting of ten members of this club, namely, the president, president-elect, secretary, treasurer, five directors elected in accordance with article 3, section 1 of these bylaws, and the immediate past president. Additional directors may be elected by the club at its annual meeting or appointed by the board to manage major projects.

## 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 five 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 use 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 five candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee 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 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

In order to qualify for the position of president-elect the nominee elected must have served as a member of the board of The Rotary Club of Galston for at least one full term. All persons accepting nomination for election should agree to attend the district assembly and/or district organised meeting for their office. If for good reason the person cannot attend the district assembly, a designated representative from the club should attend, reporting back to the person being represented.

**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 position of president shall be filled by a meeting of the members, other vacancies in the board or any office shall be filled by action of the remaining directors.

**Section 4** – A vacancy in the position of president elect shall be filled by a meeting of the members, other vacancies in the board elect or any office 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 preside at meetings of the club and board in the absence of the president and to perform such other duties as may be prescribed by the president or the board. The president elect shall also be the chair of the club service committee.

**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 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have 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 4** – *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 pertains 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 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 and the board.

**Section 6 – Public Officer.** The duties of the Public Officer shall be such as are usually prescribed for such office including complying with the Associations Incorporation Act 2009 and the NSW Department of Fair Trading.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held on the first suitable ordinary meeting in December, in each year, as determined by the board, at which time the election of officers and directors to serve for the ensuing year shall take place. The audited annual accounts shall be presented to the members at this meeting

**Section 2 –** The regular weekly meeting of this club shall be held on a day of each week at a place and at a time as determined by the board, after consulting the members.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to 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 9, 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 each month on dates to be determined by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two 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 determined by the board and be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2 –** The membership dues shall be determined by the board, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce* (vocal assent) 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.

## **Article 8 Five Avenues of Service**

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, New Generations Service previous called Youth and International Service. This club will be active in each of the five 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 five 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 chairs should be a members of the board, being the president elect, immediate past president and the five directors and that they 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. This committee should implement the method of electing new members as set out in Article 14 of these bylaws.
- **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, activities and the benefits of club membership. All public relations releases

should have a membership promotion aspect.

- **Club Service/Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Vocational Service**  
This committee should develop and implement educational and vocational projects that address the needs of our community.
- **Community Service**  
This committee should develop and implement educational, humanitarian and other projects that address the needs of our community.
- **New Generations Service - Youth**  
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of youth in our community.
- **International Service**  
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of communities in other countries. This committee should also develop and implement plans to support The Rotary Foundation through both financial contributions and programme 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 the year. In declaring the duties of each, the president shall reference to appropriate RI materials.

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.

#### **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.

#### **Article 12 Finances**

**Section 1** – Prior to the end of July 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. A copy of the approved budget shall be given to the members.

**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 accounts shall be paid by the treasurer or other authorised member only when approved by the board or two other officers or directors.

**Section 4** – Financial statements shall be given to the members at the end of each quarter and at other times if appropriate.

**Section 5** – Each year the board shall publish a report and audited financial statements for the previous year and shall present them to the members at the annual meeting.

**Section 6** – Officers having charge or control of club funds may give a 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 7** – 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.

### **Article 13 Administration**

**Section 1** – The Club shall comply with the provisions of the Commission for Children and Young People Act 1998.

**Section 2** – The Club shall effect and maintain insurance in accordance with the Rotary National Insurance Program.

**Section 3** – The Club shall comply with the provisions of The Charitable Fundraising Act 1991.

### **Article 14 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. All prospective members must attend one and preferably more regular weekly meetings to be introduced to the members and gain some understanding on how the club operates.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution and the club's bylaws.

**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 invited to sign a membership application form and to permit his or her name and classification to be published to the club.

**Section 5** – Upon payment of the admission fee as prescribed by these bylaws that prospective member shall be considered elected a member.

**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 15 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 16 Order of Business**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

### **Article 17 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 or handed to each member at least ten 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.