**Bylaws of the Rotary Club of Freshwater Bay Inc.**

# 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 of this club.

# 4. RI: Rotary International.

# 5. Year: The twelve-month period that begins on 1st July.

# Article 2 Board

# The governing body of this club shall be its board of directors, consisting of those officers defined in Article 2-6 Section 1 (a) of the Club Constitution and such number of further directors shall be five (5).

# Article 3 Elections and Terms of Office

# Nomination and election of Directors and Officers of the Board shall be conducted as per Article 2-4 Section 2 of the Club Constitution.

# The term of office of Directors and Officers referred to in Article 1-13 Section 5 of the Club Constitution shall be one year from the following 1st July and such Directors and Officers are eligible for re-election.

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# Article 4 Duties of the Directors and Officers

# The duties of the Directors and Officers of the Club are as per Article 2-6 Section 2.

# The President Elect shall serve as Club Service Director and the IPP shall serve as the Vice President.

# Other directors are:

# Director of Vocational/Community Service

# Director of International Service

# Director of Youth Service

# Director of Membership

# Director of Public Relations

Director of Fundraising

# Article 5 Meetings

1. An annual meeting of this club shall be held no later than 31st December each year to
2. elect the officers and directors who will serve for the next Rotary year.
3. Submit to members accounts prepared by the Treasurer for the Club showing the:
4. Financial position of the Club Operating Account for the immediately preceding financial year; and
5. Financial position of the Club Charity Account for the immediately preceding financial year;
6. Report of the auditor appointed to audit the accounts.
7. The regular meetings of this club shall be held on each Wednesday at 6.00-7.00pm. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
8. The Board must meet together for the dispatch of business not less than once every two calendar months. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two directors, reasonable notice having been given.

# Article 6 Dues

1. The Admission Fee shall be such amount as determined by the Board from time to time and be paid before the applicant can qualify as a member of the Club.
2. The Annual Club Dues shall be the amount determined by the Board from time to time payable annually/semi-annually as of the 1st day of July and of the 1st day of January and with payment due within 30 days of such date (s).

Annual Club Dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

# Article 7 Method of Voting

1. The method of voting at General Meetings of this Club will be in accordance with Article 2-4 Section 3 of the Club Constitution.
2. The method of voting at Board Meetings will be in accordance with Article 2-4 Section 5 of the Club Constitution.

# Article 8 Committees

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

Club Service /Administration

Vocational /Community Service

International Service

Youth Service

Membership

Club Public Relations & Fundraising

Additional ad hoc committees may be appointed by the Board as needed.

1. (a) The president shall be an ex officio member of all committees and, as such, shall have

 all the privileges of membership thereon.

1. Each committee shall transact its business as is delegated to the Director/Chair of the committee 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.
2. Each chair shall be responsible for regular meetings to be held in the week prior to the Board meeting (wherever possible) and for the activities of the committee (including the sending out of Agendas and Minutes in a timely manner), shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

# Article 9 Finances

#  Prior to the beginning of each financial year, the Board shall prepare a budget as per Article 2-5 Section 1 of the Club Constitution.

# Club funds and charitable funds will be maintained separately as detailed in Article 2-5 Section 1 of the Club Constitution.

# The recording, authorizing and reporting of the clubs finances are to be done in accordance with Article 2-5 Section 1.

 **Article 10 Types of Membership**

There shall be two types of membership in this club:

a) Active

b) Honorary

Other than Honorary, all ‘members’ need to pay RI and District dues.

# Article 11 Method of Electing Members

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.
2. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
3. The board shall approve or disapprove the proposal within 10 days of its submission and shall notify the proposer, through the club secretary, of its decision.
4. 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.
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.

1. Following the election, the Membership Director shall arrange for the new member's induction, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and to the RI official magazine 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.
2. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

# Article 12 Participation

# This club will have a regular meeting as defined in Article 5 (2) of these By Laws and adopts the notice for change or cancellation of such meetings as detailed in Article 1-8 Section 1 (b) and (c) of the Club Constitution.

# This Club expects reasonable club meeting attendance by members as well as involvement in at least one club project during each Rotary year or attendance at other recognized Rotary activities such as the RI Convention, District Conference or other activities and programs conducted by the District.

# The Board will have the power to determine what is reasonable attendance and participation and where it decides the involvement of a member is insufficient they may terminate the membership of that member and treat such termination under the ‘Good Cause’ provisions as detailed in Article 1-15 Section 5 (a) of the Club Constitution with the member having a right to appeal under the terms of Article 1-15 Section 6.

# Article 13 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 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.

Amendments to the Club Constitution may be made only in accordance with Article 1-22 and Article 2-8 of that Constitution. It is recognized that the Associations Incorporation Act 2015 requires an amendment be approved by three quarters of the members of the club voting at the meeting called for the purpose and that is the requirement accepted by this Club.