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## By-Law #1

2020

of

### The Rotary Club of Norfolk Sunrise

#### Article I Board of Directors

The governing body of this Club shall be the Board of Directors, consisting of the Club officers being the President, Immediate Past-President, President-Elect, Secretary, Treasurer, and the directors elected to the positions of Committee Chair

##### Section 1 – Officers

- a) The officers shall be elected in accordance with Article II and Article V, and shall be comprised of the President, Immediate Past-President, President-Elect, Secretary, and Treasurer.
- b) Officers shall be elected by the membership, as in Article II and Article V, at the Annual Meeting

##### Section 2 - Directors

- a) The directors shall be comprised of the Chairs of the committees of the Board as defined in Article VII, Section 1 (a) of this bylaw.
- b) The slate of Directors shall be proposed by the President-Elect, for approval by the membership, pursuant to Article II and Article V.

#### Article II Election of Officers and Directors

##### Section 1 – Nomination of Officers

- a) At a regular Club meeting at least two weeks prior to the Annual Meeting, the President's Advisory Council shall present a slate of candidates for the offices of President, President-Elect, Secretary and Treasurer. In addition, the Council shall request nominations from the membership at this meeting. Such notices shall be published in the Club Bulletin or by other electronic means.
- b) The President's Advisory Council shall observe the following directives in proposing candidates for officers
  - i. Prospective nominees shall be approached, and their consent obtained previous to the announcement of the candidates.
  - ii. The office of the President will be for a one-year term.
  - iii. The Secretary and Treasurer may be continued in office until their successors are elected.
- c) The nominations, as presented by the President's Advisory Council, together with nominations from the membership, if any, shall be voted upon at the Annual Meeting. Nominations from the membership shall be received at least seven (7) days prior to the Annual Meeting.
- d) The candidates for President, President Elect, Secretary and Treasurer receiving a majority of the votes shall be declared elected to the respective office.

##### Section 2 –Election of Directors

No later than the first regular meeting in April, following the Annual Meeting, the President-Elect shall present a slate of Directors for election as per Article V, Section 2.

##### Section 3 – Filling Vacancies of Officers and Directors

A vacancy in any office shall be filled as follows

- a) For officers, the voting shall take place at a regular meeting of the Club provided that ten (10) days notice is given to the members of the Club in advance of the meeting, and
- b) For directors, the Board will appoint a member to complete the term.

## Article III 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 such other duties as ordinarily pertain to the office of President, including representing the Club at functions and events as may be required and appropriate. The President shall prepare agendas for the Club and Board meetings. The President shall ensure that the Club adheres to the Constitution, By-Laws and Policies including the Club's Strategic Plan.

### Section 2 – President-Elect

It shall be the duty of the President-Elect to preside at meetings of the Club and the Board in the absence of the President, serve as a Director and to perform such other duties as ordinarily pertain to the office of President Elect. No later than June 1 prior to taking office as President, the President Elect shall develop an action plan to address compliance with, and implementation of, the Club's Strategic Plan and shall present the plan to the President's Advisory Council for discussion and review by the Council.

### Section 3 – Secretary

- a) It shall be the duty of the Secretary to keep the records of membership, record and preserve the minutes of Club and Board meetings, make the required reports to Rotary International, and perform such other duties as usually pertain to the office of Secretary.
- b) Reports to Rotary International shall include:
  - i. The semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 31<sup>st</sup> and July 1<sup>st</sup> of each year,
  - ii. Prorated reports to the General Secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each active, senior active, and past service member who has been elected to membership in the Club since the start of the July or January semi-annual reporting periods, and
  - iii. The report of changes in membership, which shall be made to the General Secretary of Rotary International.
- c) Some of the duties of the Secretary may be assigned by the Board to one or more members that are not officers of the corporation.

### Section 4 – Treasurer

- a) 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 ordinarily pertain to the office of Treasurer.
- b) The Treasurer shall deposit all funds of the Club in a chartered Canadian bank, as approved by the Board.
- c) The Treasurer shall manage the various bank accounts, keeping separate the funds collected for charitable purposes, Club operations, Club service/programs, and investments.
- d) Some of the normal duties of the Treasurer may be assigned by the Board to a paid bookkeeper who may or may not be a member of the Club.
- e) The Treasurer, together with the President Elect, shall appoint a **Finance Committee** to assist and oversee the work of the Treasurer. The Treasurer shall chair this committee. This committee will assist the Treasurer to develop financial policies and practices, including the method of billing and payment of fees and dues and to oversee the financial management of the Club.
- f) At the Annual Meeting, the Treasurer shall present the financial statements for the Club and the Fund for the previous fiscal year and shall present a mid-year financial report for information and discussion.
- g) Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, access information including passwords, or any other Club property.

### Section 5 – Immediate Past-President

It shall be the duty of the Immediate Past President to serve as a director on the Club Board, chair the President's Advisory Council and to perform such other duties as ordinarily pertain to the office of Immediate Past-President. The Immediate Past

President shall conduct a review of the Club's Constitution, By-Laws, Policies and Strategic Plan and recommend to the Board, any amendments.

## Article IV Meetings

### Section 1 – Annual Meeting

- a) The Annual Meeting of the Rotary Club of Norfolk Sunrise shall take place no later than December 31 each year at which time the election of officers to serve for the ensuing year shall take place.
- b) **Annual Meeting Quorum** - One half of the membership shall constitute a quorum at the annual meeting of this Club.
- c) At the discretion of the Board, the Annual Meeting may be held by electronic means.

### Section 2 – Regular Club Meetings

- a) The regular meetings of the Club shall be held on Tuesday commencing at 7:00 a.m. A minimum of two meetings per month shall be held. At the discretion of the President, a meeting may be held by electronic means.
- b) Reasonable notice of any changes or cancellation of the regular meeting shall be given to all members of the Club.

### Section 3 – Regular Club Meeting Quorum

One-third of the membership shall constitute a quorum at the regular meetings of the Club.

### Section 4 – Board of Directors Meetings

The Board of Directors shall meet at least once every two months. 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 would be verbal contact to all Board members 24 hours prior to the meeting unless unanimously waived. Where deemed necessary, meetings may be held by electronic means.

### Section 5 - Board of Directors Meeting Quorum

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

### Section 6 – Committee Quorum

A majority of the Committee members shall constitute a quorum

## Article V Elections and Method of Voting

### Section 1 – Election of Officers

Pursuant to Article I, Section I, Officers shall be elected at the Annual Meeting. Voting shall be by a show of hands and by simple majority of those in attendance. Should any office be contested, the vote shall be by secret ballot at the Annual Meeting. Voting may be by electronic means.

### Section 2 – Election of Directors

Pursuant to Article I, Section 2 (b) and Article II, Section 2, the election of Directors shall be at a regular meeting, no sooner than ten days after the President Elect has presented the slate of officers and shall be by simple majority of those in attendance by a show of hands. Voting may be by electronic means.

### Section 3 – Voting at Board Meetings

Voting shall be by a show of hands or may be conducted by electronic means, if deemed necessary.

### Section 4 – All Other Club Votes

All other Club votes by members of the Club shall be by a show of hands or at the discretion of the President, by electronic means and unless otherwise stated herein, shall be carried by a simple majority of votes cast.

### Section 5 – Committee Votes

Voting shall be by a show of hands or, at the discretion of the Chair, may be by electronic means.

## Article VI Fees and Dues

### Section 1 – Initiation Fee

The new member initiation fee, if any, shall be an amount set from time to time by the Board.

### Section 2 – Membership Dues

The membership dues shall be an amount set from time to time by the Board, invoiced annually on the 1<sup>st</sup> of June and payable by July 1, and will include RI per capita dues, a subscription to the Rotarian, district per capita dues and any other Rotary or district per capita fees and Club annual operating dues.

### Section 3 – Club Meeting Fee

- a) The membership shall be billed quarterly for their share of Club meeting costs, as determined from time to time by the Board. Invoices shall be distributed quarterly on the 1<sup>st</sup> day of July, October, January, and April. Payment is due upon receipt of the invoice.
- b) Members on an approved leave of absence shall be excused from paying Club meeting fees for the duration of their leave.

## Article VII Committees

### Section 1 – General

- a) The President-Elect shall, subject to the approval of the membership, appoint members to be the Chair and to be responsible for overseeing the responsibilities of each of the following **standing committees**:
  - a. Club Services
  - b. Community Services
  - c. International Service
  - d. Membership
  - e. Youth and Exchange
  - f. Public Relations and Communications
  - g. Ways and Means
- b) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- c) The President-Elect shall appoint each member, excepting the officers, to be a member of one of the standing committees identified in a), and shall announce the committee makeup previous to the 30<sup>th</sup> of June.
- d) Each committee shall transact such business as is delegated to it in the by-laws of this Club and such additional business as may be referred to the committee by the President or the Board.
- e) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for the implementation during the course of the year. It shall be the primary responsibility of the Committee Chair to provide the necessary leadership to develop these plans for presentation to the Board.
- f) Committees shall record minutes of meetings and distribute to the Board on a timely basis prior to the next Board of Directors meeting.
- g) The Chair of each standing committee shall be responsible to ensure that the committee operates within the bounds of its approved budget-
- h) Where feasible and practicable in the appointment of the committees, there should be provision for continuity of membership, by appointing one or more members for a second term.
- i) Various ad hoc committees may be established by the President or Board to conduct Club events or other special activities. Such ad hoc committees shall report either to the President or directly to the Board.

- j) The President's Advisory Council shall:
- i. consist of the five most current Past Presidents, who remain members of the Club;
  - ii. be chaired by the immediate Past President and
  - iii. undertake the following activities -
    - Mentor and advise Incumbent Presidents and Presidents Elect
    - Club leadership development and training
    - Long Range Planning
    - Nominate officers as in Article II, Section 1 of these by-laws
    - Nominate Paul Harris Fellows for approval by the Board; and
    - Receive and review the report from the President Elect, pursuant to Article III, Section 2 regarding the Strategic Plan and to work with the President Elect on implementation of the said plan.
    - Any other role, duty or special project which a President may assign

## Section 2 – Membership Committee

The Membership Committee shall be responsible for all Club membership recruitment, orientation and retention activities.

- a) **Membership Categories** – The Club shall have two types of membership, active and honorary, and may create other types of membership.
- b) **Membership Plan** - The Membership Committee shall develop a membership plan, and report said plan to the Board as soon as practicable after July 1 of each year. The membership plan will include annual goals, targets and strategies for membership recruitment and retention, and shall recommend categories of membership and fee structures for review by the board.
- c) **New member proposals** - It shall also be the responsibility of this committee to present to the Board the names of suitable prospective members.
- d) **Attendance** – As the Club does not set minimum attendance requirements, the Committee shall monitor members attendance and may make recommendations to the Board for action to be taken regarding a member's non-attendance.
- e) **Orientation and Retention** - The Membership Committee shall devise and carry into effect plans:
  - i. To give prospective members information about the privileges and responsibilities of membership in a Rotary Club
  - ii. To give the members, especially the new members, adequate understanding of the privileges and responsibilities of members
  - iii. To give the members information about Rotary, its history, objects, scope activities
  - iv. To give the members information as to developments in the administrative operation of Rotary International.

## Section 3 – Club Services Committee

The Club Services Committee shall be responsible for all Club service activities

- a) **Attendance** - The committee shall record the attendance of members at regular and special meetings; and devise means for encouraging attendance at all Rotary meetings. The committee shall inform the Club of extended absences of members due to ill health, injury, or sickness
- b) **Fellowship** – The 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 objective of the Club as may be assigned by the President of the Board.
- c) **House and Arrangements** - The committee will arrange Club meeting places and set up with Rotary equipment. It shall negotiate all meal arrangements. It will maintain a storage area for Club supplies
- d) **Program** – The committee shall prepare and arrange programs that stimulate, inform, entertain, and educate the members of the Club
- e) **Sergeant-At-Arms** – At the discretion of the President, the committee shall arrange for and oversee the provision of Sergeant-At-Arms duties in order to perform the role of maintaining order, good will, and high spirits such as are usually prescribed for the office, and such other duties as may be prescribed by the President or the Board
- f) **Greeters** – The Committee shall ensure that greeters are in attendance at all regular meetings to welcome members, guests and speakers to the meeting and ensure that attendance is taken.

## Section 4 – Community Services Committee

The Community Services Committee shall be responsible for all community service activities and shall supervise and coordinate the work of all ad hoc committees appointed on particular phases of community service or environmental concerns.

- a) **Community Services** – The committee shall evaluate requests from the community for financial and non-financial support in conjunction with the procedures of the Board as ratified by the Club from time to time. It shall be the responsibility of the committee to coordinate with other Clubs to avoid duplication. The committee shall inform the Board and the membership of the Club of its activities and decisions. The committee should continually assess the community's needs and suggest projects to the Board of Directors for Club involvement and if financial involvement is needed.
- b) **Environment** – The Committee shall also be concerned with monitoring and improving the quality of the community's environment. It shall organize projects to promote awareness, conservation, and education.
- c) **District Grants** – It is the joint responsibility of the Community Services Committee and the International Service Committee to apply for and administer District grants. Each committee is charged with looking for opportunities to use the District grants. Since the current District policy requires that the Club can apply for one District grant in each fiscal year, the committee chairs shall coordinate on possible grant projects. If the chairs cannot agree on a project, then the competing grant proposals shall be taken to the Board for recommendation followed by Club approval.

## Section 5 –International Service Committee

International Service Committee shall be responsible for promoting the work of The Rotary Foundation and for international community service initiatives and shall supervise and coordinate the work of all ad hoc committees appointed under these avenues of service.

- a) **Rotary Foundation** – The Committee promotes the Rotary Foundation and its various programs and activities, publicizes November of each year as Rotary Foundation month, and encourages individual contributions to the Rotary Foundation.
- b) **International Community Service** -The committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their relationships with the rest of the world.
- c) **Global Grants** - All Global Grant requests and initiatives shall be the responsibility of this committee, and the committee shall keep the Board and membership advised.
- d) **District Grants** – As per Article VII, Section 4 (c) this committee and the Community Services Committee have joint responsibility regarding District Grants.

## Section 6 – Youth and Exchange Committee

The Youth and Exchange (Y&E) Committee shall be responsible for all youth activities including leadership and exchange and all other Rotary exchange activities; and shall supervise and coordinate the work of all ad hoc committees appointed on particular phases of Rotary youth and exchange activities.

- a) **Youth Leadership and Exchange Program** – It is the responsibility of this committee to recruit, advise and orient out-going students, maintain communication with the students, inform the Club of the students visit, take a firm but sympathetic approach to disciplinary and other problems, and communicate with the District Youth Exchange Committee. This committee will also make all necessary arrangements for hosting in-coming students.
- b) **Rotary Sponsored Programs** –The Committee shall promote and encourage the involvement of youth and young adults in Rotary sponsored programs, such as RYLA and Slapshot.
- c) **Vocational Training Teams** – The committee shall provide opportunities for young business and professional persons to travel to a foreign country in order to study the country, its people, and institutions; to further international understanding and bringing people of good will together in a spirit of fellowship to get to know each other and create better relationships; involve Rotarians in specific international projects of a meaningful and practical nature; and organize educational, social and recreational programs for study teams.
- d) **Rotarian Exchanges, Conferences and Conventions** – This committee shall encourage participation of Club members in Inter-Club Meetings, District Conferences, International Conferences and Adult Rotarian Exchanges including Rotary Friendship Exchanges and promote details to Club members and facilitate desire to attend.

## Section 7 – Public Relations and Communications Committee

The Committee shall be responsible for all internal and external communications activities by the Club and shall provide support to all standing committees in their communications. It shall assist in the public relations and media advertising efforts of all ad hoc committees appointed to plan and conduct fundraising and other events.

- a) **Club Bulletin** - The committee shall endeavour, through the publishing of a Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meetings, relate highlights of the previous meetings, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the worldwide Rotary Program. The committee shall, wherever feasible, include the editor of the Club publication.
- b) **Public Relations** – The committee shall devise and carry into effect plans:
  - i. To give the public general information about Rotary, its history, objective and scope; and
  - ii. To secure proper publicity for the Club, its meetings and projects.
  - iii. To promote Club activities including fund raising and other Club projects and initiatives.
- c) **Rotary Information** – The committee shall collect information for the Club and arrange appropriate archiving to keep history of the Club. It shall bring to the attention of the President all current relevant information available on the Internet. It shall assist the Club in computerization aspects, including the maintenance of a Club website.
- d) **Archive** - The committee will be responsible to collect important Club information, and to maintain such information in a manner that can be made readily available to officers, directors, and other members of the Club.

## Section 8 - Ways and Means Committee

- a) The Ways and Means (W&M) Committee shall be responsible for all fund-raising activities by the Club. It shall supervise and coordinate the work of all ad hoc committees that are formed to organize and conduct fundraising events.
- b) All new events proposed by the W&M Committee shall be presented to the Board for approval.
- c) This committee will have the responsibility to raise funds for the Club's financial responsibilities related to the work of International Service Committee, the Community Services Committee and the Youth & Exchange Committee.
- d) Ways and Means projects should be designed to involve a commitment from all members of the Club over the course of the year.
- e) Lottery Projects may be run to raise funds but should be administered by a separate ad hoc committee.

## Article VIII 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. While on an approved leave, the member will be excused from paying meeting fees, but Club, District and RI membership dues will continue in effect. The member shall receive notice of all motions requiring a Club vote and shall be eligible to vote and may attend and vote at the Annual Meeting.

## Article IX Finances

### Section 1 – Annual Budget

- a) By the end of June of each year the incoming Board shall prepare, or cause to be prepared, and approve a budget of estimated income and expenditures for the year. The approved budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.
- b) The budget shall establish revenue and expense targets for each of the seven (7) standing committees
- c) The said budget, as adopted by the Board, shall be presented to the Club as soon as practicable after July 1 for discussion and approval by the membership.

## Section 2 – The Sunrise Fund

- a) The Rotary Club of Norfolk Sunrise Fund shall be the Club's charitable Foundation as incorporated and registered with the Federal Government.
- b) The Treasurer shall manage the Sunrise Fund in accordance with requirements specified by the Federal Government as approved by the Executive and shall report annually on the operation of the Fund to the Federal Government.

## Section 3 – Funds for Club Charity Programs

- a) Funds raised by the Ways and Means Committee shall be used to finance Club charity programs through the Youth and Exchange Committee and International Service Committee, and the Community Services Committee.
- b) Expenditures for funding of Club programs shall not exceed funds raised by the Ways & Means Committee during the previous fiscal year, unless approved by vote of the full membership.

## Section 4 – Funds for Club Operations

The cost of operating the Club shall be borne by the members. Funds paid by members shall be used to finance the cost of the Membership Committee, the Public Relations and Communications Committee, and the Club Services Committee.

## Section 5 – Independent Financial Review

An independent review by a chartered accountant or other person qualified to issue a *Notice to Reader* shall be made once each year of all the Club's financial transactions prior to the Club's annual meeting.

## Section 6–Deposit and Disbursement of Funds

- a) The Treasurer shall deposit all Club funds in a bank named by the Board. The Club funds shall be divided into separate accounts for Club operations, Club charitable programs, and registered charitable uses.
- b) Where the specific use for funds has been approved in the Club's budget, and subject to Article IX Sections 1 and 3, funds may be disbursed by authority of the Treasurer or other authorized officer plus one or more other signing officers, or by majority vote of a Board committee.
- c) Where budgets for the Community Services Committee and for the International Service Committee programs/projects are approved without specified amounts for identified program/projects:
  - i. The Board must recommend, and the membership must approve, disbursements in excess of \$2500;
  - ii. Notice of motion shall be circulated by electronic means to all members a minimum of one and a half weeks previous to the vote and
  - iii. Following the notice of motion sent by email, the motion shall be read at a meeting of members previous to the vote, where members will have the opportunity to ask questions pertaining to the motion.
  - iv. Disbursement of funds by these committees of \$2500 or less, unless specifically authorized in the budget, shall require notice to the membership as soon as practicable through the Club Bulletin or other electronic means.
  - v. Any exceptions to the above process must be approved by the Board.
- d) Funds may be disbursed only by cheque signed by two members of the Club as determined by the Board of Directors from time to time.
- e) Signing officers for the various bank accounts shall include the Treasurer, President, Secretary, and President-Elect. Two signatures shall be required for disbursement from all accounts, except for transfer from one Club account to another or payment of business Visa accounts which may be done by the Treasurer alone.
- f) The Board may grant permission to an ad hoc event committee to collect and disburse funds pertaining to the specific event. Where granted, the Treasurer will establish and oversee a separate bank account for the event.

## Section 7 – Bonding of Officers

Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

## Section 8 – Payment of Dues and Magazine Subscriptions

The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of membership of the Club on those dates. District dues are due July 1<sup>st</sup> of each year on the same basis

## Section 9 – Fiscal Year

The fiscal year of this Club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>.

## Section 10 – Property Disposal Upon the Dissolution of the Club

Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

# Article X 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 Membership Chair. The proposal for the time being shall be kept confidential, except as otherwise provided in this procedure.

Section 2 – The Board shall consider and approve or disapprove the candidate's membership and shall notify the proposer and Membership Chair, through the Club Secretary, of its decision.

Section 3 – If the decision of the Board is favourable, the prospective member shall be informed through the Membership Committee of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and permit the prospective member's name to be published to the Club.

Section 4 – If no written objection to the proposal, stating reasons, is received by the Club Secretary from any member (other than honorary) of the Club within seven (7) days following the publication of information about the prospective member, that person, upon payment of the application fee (if not honorary membership), as prescribed in this by-law, shall be considered to be elected to membership. If any such objection has been filed with the Club Secretary, the Board shall vote on the matter at its next meeting. If approved despite the objection, the proposed member upon payment of the admission fee (if not an honorary member) shall be considered to be elected to membership.

Section 5 – Following such election, the President shall ensure that the Membership Committee arranges for the new member's induction and further orientation and shall issue a name tag to the member and the Club Secretary shall report such action to Rotary International. The Membership Committee shall assign a Club member to assist with the new member's orientation to the Club, and the President shall assign the new member to a committee.

Section 6 – The Club may elect, in accordance with the standard Rotary Club constitution, honorary members proposed by the Board.

# Article XI Resolutions

The Board, committees of the Board, and the membership shall have authority to commit the Club according to the following provisions:

- a) At the discretion of the President, where resolutions or motions are offered at a Club meeting, they shall be referred to the Board with or without discussion.
- b) For resolutions that would bind the Club beyond the duration of the mandate of the current Board, the Board shall make recommendation to the membership for approval by a vote of the members to commit the Club.
- c) Committees have the authority to commit the Club on matters under the committee's responsibility as defined in Section VII, provided that the cost of an activity or project is less than \$1,000, or in the case of the Community Services Committee and the International Service Committee does not exceed \$2500 and the committees have adequate funds in their approved budget.

## Article XII Amendments

- a) The by-laws may be amended by an electronic vote of members, provided that two thirds of the membership vote and that the amendments receives a positive vote by one half plus one of the votes cast. Notice of the amendment shall be forwarded to all eligible members at least fourteen days prior to the scheduled vote.
- b) No amendment or addition to the by-laws can be made which is not in harmony with the Club constitution and with the constitution and by-laws of Rotary International and the Rotary Code of Policies.

## Article XIII Privacy Policy

The Club shall adopt a Privacy Policy, as recommended by the Board, by way of electronic vote in which a simple majority of votes cast shall be considered binding. Notice of the Privacy Policy shall be forwarded to all members fourteen days prior to the vote by electronic means.

## Article XIV Constitution

The Constitution allows the Club, through its by-laws, to include provisions not in accordance with the Constitution. The Club hereby adopts the following provisions, not in accordance to the Constitution –

### Section 1 – Constitution Article 7: Meetings

The Club shall meet at a minimum of two times per month.

### Section 2 – Constitution Article 8: Membership

The Club recognizes two types of membership, active and honorary, and may create other types of membership.

### Section 3 – Constitution Article 10: Attendance

The Club shall not require minimum standards of attendance.

### Section 4 – Article 13: Termination for Non-Attendance

The Club shall not provide for automatic termination of membership based on non-attendance.

**Passed by the Membership and effective December 23, 2020**