

October 6th, 2003

**ROTARY CLUB OF CHARLOTTETOWN INC.
BY LAWS**

Objectives

1. The objects of the Rotary Club of Charlottetown (“the Club”) shall include and not be inconsistent with the objects of Rotary International which are as follows:

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First: The development of acquaintance as an opportunity for service;

Second: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian’s occupation as an opportunity to serve society;

Third: The application of the ideal of service in each Rotarian’s personal, business and community life;

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Club Organization

2.
 - (1) The Club shall be governed by a Board of Directors (the “Board”) consisting of not more than five officers and not more than six Directors.
 - (1) The officers and the directors shall be elected annually at the annual meeting of the Club.
3. The officers of the Club shall be those members of the Club who hold the offices of:
 - (a) President
 - (b) President Elect
 - (c) Secretary
 - (d) Treasurer
 - (e) Immediate Past President
4. The activities of the Club shall be divided into the following directorships:

- (a) Club Service A
- (b) Club Service B
- (c) Club Service C
- (d) Community Service A
- (e) Community Service B
- (f) Vocational Service
- (g) International

the specific terms of reference of each directorship shall be prescribed by the Board and each directorship shall be chaired by a member of the Board appointed by the President.

5. (1) In addition to the directorships, the Board may establish committees having such terms of reference and mandates as it may deem advisable, and may appoint members of the Club to those committees one of whom shall be designated as chair.
 - (1) In addition to those committees appointed by the Board the following committees shall be standing committees having the following membership and chaired by the person herein designated:
 - (1) a Donations Committee comprised of three past presidents chaired by the immediate past president, this committee being vested with the responsibility of receiving and making recommendations to the Board and the general membership on donations to be made by the Club; and
 - (2) a Nominations Committee comprised of current president, president elect and past president chaired by the past president, this committee being vested with the responsibility of making nominations at the annual meeting for each elective position in the Club.
6. (1) A vacancy in any position shall be filled by election at a general meeting of the membership held after not less than two weeks notice of the vacancy has been given to the general membership.
 - (1) A vacancy in any appointive position shall be filled by the person or body that made the appointment and the new appointment shall be made not less than thirty days after the vacancy arose.
7. No Club member may hold more than one position on the Board, except for the President Elect who may also hold one director's position.

Duties of the Board

8. The Board is responsible for the operation of the Club between meetings of the general membership, and such additional authority as is otherwise provided by these bylaws or the laws of the Prince Edward Island vested in the Board.
9. The President is the Chief Executive Officer of the Club and shall:
 - (a) preside at all meetings of the Board, the annual meeting, club forums and assemblies, and those parts of regular meetings which involve the consideration of resolutions by the Club;
 - (b) report to the Club at all regular meetings;
 - (c) act as the spokesperson of the Club in policy matters;
 - (d) carry out those additional responsibilities which ordinarily pertain to the office of president; and
 - (e) be a member ex-officio of all committees.
10. The President Elect:
 - (a) shall assume the duties of the President in his or her absence or inability to act and perform such duties as the President and Board may assign;
 - (b) serve as a member of the Donations Committee; and
 - (c) serve as chair of a Club directorship.
11. (1) The Secretary shall:
 - (1) prepare and preserve notices and minutes of meetings;
 - (2) report to Rotary International as required;
 - (3) prepare and file annual returns and other filings with the Government of Prince Edward Island;
 - (4) prepare and preserve correspondence to and from the Club;
 - (5) report to each regular meeting of the Club;
 - (6) carry out those additional responsibilities which ordinarily pertain to the office of secretary;
 - (7) report to the annual meeting of the Club on matters pertaining to membership;
 - (8) maintain the Club roster which shall include, at least, the names and addresses, classification, date of induction and attendance of the members;
 - (9) ensure the recording of attendance at meetings;
 - (10) ensure the payment of all fees and dues required of members; and
 - (11) report to Rotary International on all matters pertaining to membership.
- (2) The Board shall appoint a member of the Club to serve annually as the membership

officer who shall under the direction of the secretary performs those duties referred to in subparagraphs 11(1)(g)to(k).

12. The Treasurer shall:
- (a) have custody of all funds and examine, approve and pay all bills;
 - (b) keep proper financial records;
 - (c) make all required income tax and financial reports to governments to district, Rotary International and the Club;
 - (d) ensure an annual audit is performed;
 - (e) report to the annual meeting of the Club on financial matters;
 - (f) carry out those duties ordinarily associated with the office of Treasurer; and
 - (g) remit all required dues and fees to Rotary International.
13. The Immediate Past President shall:
- (a) chair the Nominating Committee and report to the annual meeting of the Club;
 - (b) chair the Donations Committee; and
 - (c) make recommendations to the Board and the Club respecting monies to be donated or granted to persons or organization external to the Club.
14. Each Club Director shall ensure the effective organization of, and results from, those Committees or functions which are under his or her direction and, in so doing shall:
- (a) recruit chairs for all committees established by the Board which are assigned to his or her directorship;
 - (b) in consultation with each committee chair, establish written responsibilities and objectives for the committee; and
 - (c) report to the Board on the activities of these committees.

Election of the Board

15. (1) Any member of the Club not named in the list put forward by the Nominating Committee may be nominated from the floor by any member in good standing subject to the nomination being seconded by a member in good standing.
- (2) Where an election is required for a position on the Board the election shall be without comment or discussion and the name of the successful candidate shall be announced forthwith.
16. (1) Where a position on the Board becomes vacant during the first eleven months of the year it shall be filled by an election of a successor thereto after a nomination by the Nomination

Committee is brought to meeting of the membership; the election shall be held as promptly as possible after the vacancy arises; and

(2) The successor shall serve the balance of the year in which the vacancy occurs.

17. The Board elected at an annual meeting shall take office on July 1st following its election.
18. The office of the Immediate Past President shall be assumed by the President on July 1st of the year in which his or her Presidency ends.

Meetings

19. One of the meetings in December in each year designated by the Board shall be the annual meeting of the Club at which time the election of the Board for the ensuing year shall be held.
20. At the annual meeting reports on the state of the Club shall be made by the President, the Secretary, the Treasurer, the Donations Committee and such other committees as may be directed by the President.
21. The regular weekly meetings of the Club shall be on Monday, other than those which fall on statutory holidays, at such time and place as may be decided by the Club from time to time.
22. (1) The Board shall ordinarily meet at least once per month at such time and place as it may decide from time to time.

(2) Special meetings of the Board shall be at the call of the President or within 7 days of receipt of a petition to the President by at least three members of the Board.
23. One third of the membership shall constitute of quorum at regular and annual meetings of the general membership.
24. A majority of the Board members shall constitute a quorum for meetings of the Board.

Fees and dues

25. The membership initiation fee and the annual dues shall be in such amount as is established by a motion duly passed by the membership of the Club from time to time and shall be paid prior to admission to membership to the Rotary Club of Charlottetown, but the Board may increase the annual membership dues by up to 10% in any year without a motion passed by the general membership.

26. The annual membership dues of the Club shall be the total of the following:

- (a) a Club fee;
- (b) the annual District dues (per member);
- (c) the annual Rotary International dues (per member); and
- (d) the annual District insurance fees per member.

The total shall be rounded up to the next dollar, and shall be payable in not more than two equal instalments, the first of which is to be due not later than July 31 and the last of which is not to be later than January 31st in each year. The fee shall be prorated monthly for new members.

Voting

27. The business of the Club requiring voting shall be by voice, show of hands, standing or ballot at the discretion of the President.

Donations

28. Financial donations by the Club to organizations or natural persons may be made:

- (a) on approval of the Board for amounts not exceeding \$500.00; and
- (b) on approval of the Board and by motion duly passed by the members for amounts exceeding \$500.00.

Committees

- 29. It is the duty of the chair of a committee to recruit from the membership of the Club such members as are required to meet the mandate or responsibilities of the committee.
- 30. It is the duty of all active members of the Club who are not members of the Board to actively serve on at least one committee and to perform such minimum number of hours of service to the Club as may be established by the Club from time to time.
- 31. The President and the director responsible for the committee shall be members ex-officio of a committee and have all of the privileges of membership of the committee.
- 32. It shall be the duty of a committee chair to report at least once in each year on the state of the committee, at a time to be decided by the responsible director in consultation with the President, to the club at a regular meeting or a club assembly or forum.

Classifications

33. (1) Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.
- (2) If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.
34. (1) This Club shall not elect a person to active membership from a classification if the Club already has five or more members from that classification, unless the Club has more than 50 members, in which case, the Club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10% of the Club's active membership.
- (2) Members who are retired shall not be included in the total number of members from a classification.
- (3) If a member changes classification, the Club may continue the member's membership under the new classification notwithstanding these limitations.

Attendance

35. (1) Each member should attend the Club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60% of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or makes up for an absence in any of the following ways:
- (a) if within fourteen days (14) before or after the regular time for that meeting, the member
 - (i) attends at least 60% of the regular meeting of another Club or of a provisional Club;
 - (ii) attends a regular meeting of a Rotaract or Interact Club or Rotary Community Corps or of a provisional Rotaract or Interact Club or Rotary Community Corp;
 - (iii) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present and incoming officers of RI, or any

other meeting convened with the approval of the Board of Directors of RI, or the President of RI acting on behalf of the Board of Directors, a Rotary mulizone conference, a meeting of a committee of RI, a Rotary District Conference, a Rotary District Assembly, any District meeting held by direction of the Board of Directors of RI, any District committee meeting held by direction of the District Governor, or a regularly announced intercity meeting of Rotary Clubs;

- (iv) is present at the unusual time and place of a regular meeting of another Club for the purpose of attending such meeting, but that Club is not meeting at that time or place;
 - (v) attends and participates in a Club service project or a Club-sponsored community event or meeting authorized by the Board; or
 - (vi) attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned;
- (b) when a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time aboard.
- (c) if, at the time of the meeting the member is:
- (i) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(iii) of this section;
 - (ii) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation;
 - (iii) serving as the special representative of the district governor in the formation of a new Club;
 - (iv) on Rotary business in the employ of RI;
 - (v) directly and actively engaged in a district-sponsored or a RI or Rotary Foundation - sponsored service project in a remote area where making up attendance is impossible; or
 - (vi) engaged in Rotary business duly authorized by the Board which

precludes attendance at the meeting.

- (d) if the member, while working within the member's own country of residence for an extended period on an outposted assignment and with the mutual agreement of the member's Club and a designated Club, attends meetings of the designated Club.
- (2) A member's absence shall be excused if:
 - (a) the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reasons which it considers to be good and sufficient.
 - (b) the aggregate of the member's years of age and years of membership in one or more Clubs is 85 years or more and the member has notified the Club secretary in writing of the member's desire to be excused from attendance and the Board has approved.
 - (3) A member's absence shall be excused if the member is a current officer of RI.
 - (4) Any member whose absences are excused under the provisions of subsection (b) of section 2 shall not be included in the membership figure used to compute this Club's attendance nor shall such absences or attendances be used for that purpose.

Finances

- 36. The Treasurer shall:
 - (a) open not less than two accounts in a financial institution approved by the Board one of which shall be for general operating purposes of the Club and the other for trust, or dedicated funds and shall ensure that all funds are deposited in the accounts; and
 - (b) maintain adequate records of all financial transactions of the Club.
- 37. The payment of bills and invoices shall be only by Visa credit card in the name of the Club or by cheque signed by any two members of the Executive designated by the Board who are also signing officers, upon being satisfied that the accounts are in order.
- 38. The Board may require that those persons with access to Club funds be bonded at the cost of the Club.
- 39. The Board may take out liability insurance covering its activities, directors liability,

activities of the Club committees and their respective members, in whole or in part.

40. The fiscal year of the Club is July 1 of a year to June 30 of the following year.
41. At the beginning of a year the Treasurer shall submit estimates of revenues and expenditures for the approval of the Board which, when approved by the Board, shall be the budget of the Club for the year.
42. No expenditure shall be made unless it is contained in the budget of the Club or approved by resolution of the Board.

Election to membership

43. Membership in the Club shall be divided into the following categories: active and honorary.
44. The name of a prospective active member may be proposed by a member, and shall be submitted in writing to the Membership Officer who shall determine whether the proposed member meets the requirements for membership.
45. The Membership Officer shall, subject to Section 44 submit the name of the proposed member to the Board for approval or rejection. Where the Board approves the proposal, the proposer shall ensure that the proposed member is informed of the duties and privileges of membership, invite an application for membership and inform the Membership Officer of the result.
46. Upon receipt of an application the Membership Officer shall cause the name of the proposed member and his or her proposed classification to be published to the Club.
47. If no written objection is received by the Membership Officer within ten days of publication, and the required admission fee has been paid, the proposed member shall be considered to be a member of the Club, after induction by the President at a regular meeting of the membership.
48. After induction of the member he or she shall be assigned to a committee.
49. Honorary members:
 - (a) may be proposed by any member of the Club;
 - (b) shall be admitted upon approval of the Board;
 - (c) shall not be required to make an application, pay an admission fee or a membership fee; and

- (d) shall not be subject to attendance requirements.
50. The members involved in the recruitment of new members or the processing of applications should ensure that time is treated as being of the essence in carrying out the process within two months, whenever possible.

Membership

51. (1) Membership shall continue during the existence of this Club unless a person's membership is terminated as hereinafter provided.
- (2) Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:
- (a) the Board may grant a member moving from the locality of this Club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary Club in the new community if the member is still active in the same classification and continues to meet all other conditions of Club memberships;
 - (b) the Board may allow a member moving from the locality of this Club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of Club membership; and
 - (c) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of Club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.
- (3) When the membership of a member has terminated as provided in subsection (2) such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (4) Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board. However, the Board may extend an honorary membership for an additional period. The Board may revoke an honorary membership at any time.
- (5) Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the membership officer at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification,

membership may terminate, subject to the discretion of the Board.

- (6) The Board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this Club. However, no former member may be reinstated to active membership if the former member's classification has been filled.
- (7) A member must comply with the attendance requirements prescribed in Section 35, but if a member fails to attend as required, the member's membership shall be subject to termination unless the Board consents to such non-attendance for good cause.
- (8) Unless otherwise excused by the Board for good and sufficient reason or pursuant to section 35 of these by-laws, each member who fails to attend or make up four consecutive regular meetings, shall be informed by the Board that the member's non-attendance may be considered a request to terminate membership in this Club. Thereafter, the Board, by a majority vote, may terminate the member's membership.
- (9) The Board may terminate the membership of any member who ceases to have the qualifications for membership in this Club or for any good cause by a vote of not less two-thirds of the Board members, at a meeting called for that purpose.
- (10) Prior to taking any action under subsection (1) of this section, the member shall be given at least ten (10) days written notice of such pending action and an opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (11) When the Board has terminated the membership of a member as provided for in this section, this Club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this Club or of the arbitrators has been announced.
- (12) Within seven (7) days after the date of the Board's decision to terminate membership, the membership officer shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the membership officer of the intention of the member to appeal to the Club.
- (13) In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular Club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

- (14) If an appeal is taken, the action of the Club shall be final and binding on all parties.
- (15) Board action shall be final if no appeal to this Club is taken.

Resignation

- 52. The resignation of any member from this Club shall be in writing, addressed to the President or Secretary. The resignation shall be accepted by the Board if the member has no indebtedness to this Club.

Forfeiture of Property Interest

- 53. Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Club.

Resolutions

- 54. No resolution or motion committing the Club on any significant financial matter or amending these bylaws or the Club Constitution may be considered at a Club meeting prior to consideration of the resolution or motion by the Board.

Orders and conduct of Business

- 55. The Board shall establish, from time to time, a standing agenda for regular meetings.
- 56. The meetings of the Club shall be conducted in accordance with parliamentary procedure and in the event of a question respecting procedure, Bourinot's Rules of Order shall be followed.

Amendments

- 57. Proposals to amend these bylaws shall be made in writing to the Secretary and signed by at least three members of the Club or may be made by the Board or the President on its, his or her volition.
- 58. Upon receipt of a proposal to amend these bylaws from members, the Board or the President the Secretary shall ensure that the proposal is published to the members as a notice of motion.
- 59. Subject to Section 54, 57 and 58 the President shall place a proposal for amendment of these bylaws on the agenda of a regular Club meeting within one month of its publication to the membership by the Secretary and the proposal shall be dealt with by the members.

60. No amendment or addition to these bylaws can be made which is not in harmony with the Letters Patent of the Club or with the constitution and bylaws of Rotary International.

Repeal of Previous Bylaws

61. All previous bylaws of the Club are hereby repealed.

This is copy of the bylaws of the Rotary Club of Charlottetown Inc. is certified to be true and accurate copy thereof.

President

Dated:

Secretary