

# Rotary Club of Port Hope



## Bylaws

2009

## **Bylaws of The Rotary Club of Port Hope**

### **Article 1.0 Definitions**

In these bylaws, unless the context clearly indicates otherwise, the following terms shall have the following meanings:

- Club: the Rotary Club of Port Hope
- Board: the board of directors of this club.
- Bylaws: the bylaws of this club.
- Officer: the President, President-Elect, Secretary, Treasurer.
- Director: a member of this club's board of directors
- Member: a member, other than an honorary member, of this club.
- RI: Rotary International.
- Year: the twelve-month period which begins on 1 July.
- Schedules: those schedules attached herewith and forming an integral part of the bylaws.

### **Article 2.0 Board of Directors**

The governing body of this club shall be the board of directors as defined in Schedule A, elected annually in accordance with article 3.0 of these bylaws.

### **Article 3.0 Election of Directors and Officers**

#### **3.1 Nominating Committee**

At a regular meeting one month prior to the Annual General Meeting (AGM), (Article 5.1), the presiding officer shall call for a motion to establish an ad hoc nominating committee consisting of the immediate past president (chair), president, president-elect, and with power to add. This committee shall be charged with developing and presenting at the AGM a complete slate of candidates for election as the board of directors for the coming year.

#### **3.2 Election Procedure**

At the AGM, the nominating committee shall present its slate for election. The presiding officer shall call for additional nominations from the floor. Should there be none, the presiding officer shall call for a motion to cease nominations and declare the slate elected.

Should further nominations be received from the floor for one or more offices, and provided the nominee is present and accepts the nomination, then an election for each such office shall take place by ballot or by show of hands as determined by the meeting. The nominations duly made shall be listed in alphabetical order under each office and voted on accordingly. The candidates for officer positions (Schedule A) receiving a majority of the votes shall be declared elected to their respective offices. The highest-ranking candidates for director positions (Schedule A) in terms of votes received, shall be declared elected as directors.

The officers and directors so elected, shall constitute the board for the coming year. As soon as practical after their election, the board of directors-elect shall meet to identify, recruit and appoint members to chair committees. The officers, directors, and chairs of committees thus elected and appointed shall take office on the first day of July next following the election, using the intervening time to absorb the details of their respective duties.

#### **3.3 Vacancies**

A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

#### **Article 4.0 Duties of Officers and Directors**

Duties of officers and directors shall be as defined in Schedule D and as the board from time to time may direct.

#### **Article 5.0 Meetings**

##### **5.1 Annual General Meeting**

The annual meeting of this club shall be held not later than December 15<sup>th</sup> in each year for purposes of adopting the financial statements for the year ended June 30, electing officers and directors and appointing an auditor for the coming year starting July 1 next.

##### **5.2 Regular Meetings**

The regular weekly meetings of this club shall be held as stated in Schedule B. 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 the 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 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 Constitution, Article 9.0.

##### **5.3 Quorums**

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the board members shall constitute a quorum of the board.

##### **5.4 Board Meetings**

Regular meetings of the board shall be held once per month at a time and place to be determined from time to time. 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 having been given.

#### **Article 6.0 Fees and Dues**

##### **6.1 Admission Fee**

There shall be no admission fee payable by prospective or new members with respect to qualification as a member of the Club.

##### **6.2 Membership Dues**

The membership dues shall be as stated in Schedule B, payable annually on the first day of July with the understanding that a portion of the fee shall be applied to each member's subscription to the RI official magazine.

Members admitted to membership during the year shall pay dues pro-rated according to their date of commencement as members and payable that same date.

Dues shall be reviewed each year in April by the board of directors to determine the amount to be charged for the following year.

#### **Article 7.0 Method of Voting**

The business of this club shall be transacted by a show of hands vote except for the election of officers and directors when voting by ballot may, as determined by the meeting, be used. The board may determine that a specific resolution be considered by ballot rather than by show of hands.

### **Article 8.0 Four Avenues of Service**

The four Avenues of Service are the philosophical and practical framework for the work of this club. They are Club Service, Vocational Service, Community Service, and International Service. This club, though not necessarily or specifically organised along these lines, will nevertheless be active in each of these four Avenues.

### **Article 9.0 Directors and 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 and president-elect have the primary responsibility to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for a minimum of two years to ensure consistency. The president-elect plays the primary role in appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. Where possible, chairs should have had prior experience in the committees they are to head.

(a) Committees shall be appointed as in Schedule C and shall each consist of a chair and at least one other member, depending on workload and need for backup. Additional ad hoc committees may be appointed as needed.

(b) The president shall be an ex officio member of all committees with all the privileges of membership thereon.

(c) Committee chairs shall be responsible for regular meetings and activities of their committees and shall report through their respective directors to the board. All committee chairs are required to keep their director fully informed of their activities at all times.

(d) Directors shall carry out their mandate through their committees and transact such business as is delegated to them in the bylaws or the operating budget or referred to them by the president or the board. Except where special authority is given by the board, directors and their committees shall not commit the club to a course of action until a report has been made to and approved by the board.

(e) The president may also appoint one or more committees to deal with various aspects of youth activities, which, depending on their respective responsibilities, may report under any, or all, of the above directorates. Where feasible and practical in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

### **Article 10.0 Duties and Objectives of Directors and Committees**

The committee structure (Schedule C) and duties of all committees shall be reviewed each year by the president-elect for the coming year. In doing so, the president-elect shall consult with others as necessary, refer to related RI manuals and other materials, and be guided by his/her objectives for the year.

### **Article 11.0 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.

Such leave of absence operates 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 authorised under Article 9.0 of the Constitution is not computed in the attendance record of the club.

### **Article 12.0 Finances**

**12.1** Funds shall be controlled according to the policies and forms set out in Schedule E.

**12.2** Prior to the beginning of each the fiscal year, the treasurer shall prepare a budget of estimated income and expenditure for the year for approval by the incoming board of directors. This approved budget shall stand as the limit of expenditures for these purposes unless otherwise ordered by action of the board.

**12.3** The treasurer shall deposit, or supervise the deposit, of all club funds in a bank account or accounts as defined by the board under a banking resolution (Schedule F). All bills shall be paid by or under the supervision of the treasurer according to Schedule D. An audit of the club's financial transactions and controls shall be carried out annually by an accredited accountant or other competent individual.

**12.4** Officers having charge or control of 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.

**12.5** The fiscal year of this club shall extend from 1 July to 30 June. The payment of per capita dues and magazine subscriptions to RI 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 13.0 Method of Electing Members**

**13.1** The person proposing a candidate for membership shall assist the candidate in completing the proposal for membership and both shall sign. The proposal shall then be given to the club secretary.

**13.2** The secretary shall circulate it to all board members for approval, allowing seven days for the board to respond in writing with any objections. The board shall ensure that the proposal meets all the classification and membership requirements of the club Constitution.

**13.3** If there are no objections from the board, the secretary shall circulate it to all members for club approval, again allowing seven days for written objections.

**13.4** If no written objection to the proposal, stating reasons, is received by the secretary 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 his/her membership fee (Schedule B), prorated from effective date of membership to the end of the current fiscal year, shall be considered to be elected to membership. The secretary shall then inform the proposer, the candidate, and the president accordingly.

If any such objection has been filed with the secretary, the board shall be requested to vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the membership fee, shall be considered elected to membership.

**13.5** If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member's name and proposed classification shall be published to the club.

**13.6** Following the election, the president shall arrange for the new member's induction, membership card, Rotary pin, and new member Rotary literature. In addition, the secretary shall report the new member information to RI and the District to which our club belongs. The president shall assign a member (usually the member's sponsor) to assist with the new member's assimilation into the club. The president shall also assign the new member to a club function or committee.

**13.7** The club may elect, in accordance with the Constitution, honorary members proposed by the board.

**13.8** 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.

**Article 14.0 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 without prior board approval, shall be referred to the board without discussion.

**Article 15.0 Order of Business**

The order of business for regular club meetings shall be as defined in Schedule B.

**Article 16.0 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present and voting, 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 club Constitution and with the constitution and bylaws of RI.

**END**

Adopted by motion duly moved, seconded, and carried at a regular meeting of members March 16, 2009. .

**SCHEDULE A – BOARD OF DIRECTORS**

**Members: 8**

**Quorum: 5**

**Term of Office: one year**

- **\*President**
- **\*President-Elect**
- **\*Secretary**
- **\*Treasurer**
- **Director, Club Service**
- **Director, Community Service**
- **Director, International service**
- **Director, Fundraising**

**\*Officer.**

## **SCHEDULE B – GENERAL INFORMATION**

- **Admission Fee:**

None

- **Membership Fee:**

\$200 per year due July 1.

- **Regular Club Meetings:**

Monday at 6:00 P.M. at Knights of Columbus Hall, 1 Elias Street, Port Hope, L1A 3W4.  
Telephone: 905-885-6573

Cost: \$20 payable at the door by cash or cheque. Includes dinner and a 50/50 draw ticket.

Meals may be prepaid by purchasing a \$200 meal card (10 meals) from the Treasurer.

- **Order of Business at Regular Meetings:**

1. Rotary Grace
2. Toast to the Queen
3. Welcome – introduction of guests and visiting Rotarians
4. Dinner
5. Announcements
6. Correspondence and Secretary's Report
7. Committee Reports
8. Unfinished Business
9. Happy Bucks
10. Program
11. 50/50 draw
12. Other Business
13. Termination – O Canada.

Meetings normally run 1.5 hours.

## **SCHEDULE C – COMMITTEE STRUCTURE**

### **STANDING COMMITTEES**

The following committees may be composed of one or more members as the need dictates. Each committee will have a designated Chair who will be accountable to a specific Director for the work of that committee.

#### **Reporting to Director, Club Service:**

- Membership – recruitment, development, mentoring, training
- Attendance
- Governance
- Program – Calendar management, hosts, speakers, tours
- Meeting Arrangements – Set-up, Door Duty (Schedule G), Lighting, Audio-visual, Menus, Speaker Gifts
- Sergeant at Arms
- Bulletin
- Website
- Historian
- Social – family of Rotary, member wellness, social, fireside and fellowship events

#### **Reporting to Director, Community Service:**

- Public and Business Relations – awareness, publicity, outreach
- Youth Services - Rotary Youth, Youth Exchange, Interact, Camp Enterprise
- Children Services - H.B. Stevens Fund, Healthy Beginnings
- Vocational - Rural/Urban Dinner, Chamber of Commerce liaison
- Community Support – Local Giving, Seniors support, Volunteering
- Community Projects
- Awards – Ewart Marston Award, Bob Coleman Award

#### **Reporting to Director, International Service:**

- Foundation – President’s walk, Benefactors Program
- World Community Projects
- Disaster response
- Awards – Paul Harris Fellowships

#### **Reporting to Director, Fundraising:**

- Christmas Sales
- 500 Club Lottery
- Fall Fair Cookout
- Lobster Dinner
- Benefits
- Other Events

**Note: ad hoc committees may be struck as required to augment the above or to meet unforeseen needs. If the need is recurring, new Standing Committees may be in order, in which case this Schedule will need to be updated.**

## **SCHEDULE D – DUTIES OF OFFICERS AND DIRECTORS**

Note: This is not intended to be an exhaustive list. The bylaws assume that each officer and director will have been issued a copy of the RI Club Officers' Kit and the Club Committee Manual for their guidance and that of their committee chairs.

**4.1 President.** The president shall preside at meetings of the club and the board, lead the organization in all respects, act as an ex-officio member of all committees, and perform such other duties as ordinarily pertain to the office of president.

**4.2 President-elect.** The president-elect shall act in all respects in the absence of the president, prepare and plan to lead the organization as president in the coming year, and perform such other duties as ordinarily pertain to the office of president-elect.

**4.3 Secretary.** The secretary shall be custodian of the Constitution and Bylaws; conduct the official correspondence of the club; keep the records of membership and attendance at meetings; send out notices of meetings of the club, board and (optionally) committees; record and preserve the minutes of such meetings; report as required to Rotary International (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 pro-rated dues for active members who have been elected to membership in the club since the last report; 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 such other duties as usually pertain to the office of secretary.

**4.4 Treasurer.** The Treasurer shall be responsible for banking, banking arrangements, short term cash investments, the annual operating budget, internal control, and year-end and periodic financial statements as prescribed by the board and auditors. He/she shall receive, deposit, disburse and be custodian of all club operating and trust funds and investments and shall perform such 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 account, or any other club property. The treasurer shall also be an ex-officio member of the H.B. Stevens Fund Committee.

**4.5 Director, Club Service.** This director, working through standing committees (Schedule C), shall ensure the smooth and efficient administration of the club and its program of activities. The director shall be a member ex-officio of all standing and ad hoc committees within his/her province.

**4.6 Director, Community Service.** This director, working through standing committees (Schedule C), shall plan, organize, and carry out the club's public service activities and projects within the community. . The director shall be a member ex-officio of all standing and ad hoc committees within his/her province.

**4.7 Director, International Service.** This director, working through standing committees (Schedule C), shall plan, organize, and meet the club's response to initiatives of RI in the wider community, including the initiation of world service projects (including partnerships with other clubs), and disaster response. The director shall be a member ex-officio of all standing and ad hoc committees within his/her province.

**4.8 Director, Fundraising.** This director, working through standing committees (Schedule C), shall enable the club to carry out its community and international program by planning, organizing and carrying out fundraising initiatives to raise the necessary funds. The director shall be a member ex-officio of all standing and ad hoc committees within his/her province.

## **SCHEDULE E – FINANCIAL CONTROL**

**Note: This write-up refers to two control forms – the Cheque Request and Event Cash Report.  
Both are available on the club website or from the Treasurer**

### **1.0 Principles**

- 1.1 The annual approved Operating Budget is the only pre-authorised framework for spending.
  - 1.2 Only the Board may authorise spending beyond budget levels and is accountable to the members accordingly.
  - 1.3 Directors have the authority to commit and spend funds within their budgets.
  - 1.4 All revenues are to be recorded separately from expense; i.e. no “netting” of expense against revenue.
  - 1.5 All funds are to be deposited in the Club’s bank accounts by the Treasurer or designate.
  - 1.6 All disbursements are to be made by cheque via **Cheque Request** or approved invoice.
- Note: An exception is made in the case of projects or events where goods or services may have to be paid for in cash while staging the event (see the **Event Cash Report**).*
- 1.7 No disbursement will be made without adequate support (**Cheque Request**, invoice, letter, etc.) or approval.
  - 1.8 Commingling of cash between projects or events is not permitted.
  - 1.9 Advances and petty cash funds will be signed for and become the personal responsibility of the recipient.

### **2.0 Accounts Payable**

The most frequent transaction members encounter is the need to have a cheque issued for work they are doing in their committees. Examples are: settling invoices, granting money to worthy causes, claiming reimbursement for out-of-pocket personal expense, etc. The procedure is simple :

- 2.1 Complete a **Cheque Request**
- 2.2 Attach audit trail support (invoices, letters, personally paid receipts, etc.).
- 2.3 Have it approved by the Director responsible (if it is part of an ongoing activity or one clearly pre-approved by the Board, this may not be essential).
- 2.4 Give a copy of the Cheque Request to the Director responsible for awareness and budgetary control.

### **3.0 Cheques in Advance.**

Occasionally, it is necessary to issue a cheque in advance, payable to a specific payee (deposits, rentals, etc.). In such cases the **Cheque Request** must be used and a receipt obtained from the payee on delivery of the cheque. The Treasurer will require both the Cheque Request and the receipt as support for the payment.

### **4.0 Cash Advances.**

A fundraising or other event often requires the convenor to pay in advance for necessary goods or services or simply have a cash “float” to make change. In such cases, the convenor can use his/her personal funds and claim reimbursement later, or request a cash advance which must then be cleared immediately after the event. The **Cheque Request** serves both purposes.

### **5.0 Petty Cash Funds.**

The use of petty cash funds is not encouraged but could be arranged in the case of a project or activity that is ongoing for months and involves repetitive small disbursements (e.g. postage, photocopies). The custodian must sign for the fund and remain personally accountable for it, using the **Cheque Request** for periodic replenishment.

### **6.0 Event Reporting.**

The convenor of a project or event, especially a fundraising event, is expected to report on its success, financial and otherwise, to the Club. To facilitate this, and to turn over to the Treasurer in an organised manner what revenues and expenses have occurred, what cash advances are being cleared, etc., the **Event Cash Report** is provided. It is essential that members of the project team be instructed to turn in promptly all monies, invoices, receipts and other items to the convenor who will prepare the Event Cash Report for processing by the treasurer. In this way, the convenor can quickly speak specifically to the results of the event without having to wait for the Treasurer’s less specific monthly financial statements.

## **SCHEDULE F – BANKING ARRANGEMENTS**

**Note Re H.B.Stevens Fund.** This Trust Fund is managed by its trustees independently of club funds and, consequently, does not form part of the club's banking arrangements or appear on the club's balance sheet. The trustees report annually to the club membership on their stewardship. **(Refer to Schedule H for Declaration of Trust)**

- Club Banker – Ganaraska Financial Services Group, Port Hope Branch.
- Accounts in use – General (operating) Account; Investment (R.A.Coleman) Account; Reserve Fund Account; 500 Club Account.
- Signatories – Signing officers shall normally be any two of the president, president-elect, secretary, treasurer. In the case of the 500 Club account which is operated by the 500 Club committee, signing officers shall be designated from that committee and any two may sign.
- Treasury Control - Notwithstanding the above, the treasurer shall be a signing officer on all bank accounts, including those of the H.B.Stevens Fund. All bank statements for club funds shall be received by the treasurer to be reconciled to the general ledger and retained on file for audit.
- Investments – The treasurer is the only individual authorised to invest surplus club funds and to transfer funds for this and other purposes. Investments shall be solely in short term, guaranteed investments unless otherwise directed or authorised by the board.

## **SCHEDULE G – DOOR DUTY**

As part of club service, all members take their turn at attending the door at club meetings. Two members are assigned per week according to a roster published from time to time by the Director, Club Service.

This is a most important function since it involves the handling of cash, cheques, and meal card admissions and the recording of guests and visiting Rotarians. An accurate and complete head count must be recorded so that cash can be reconciled, the proper 50/50 prize awarded, and the caterer's invoice reconciled.

Any member who cannot attend on their assigned date must find their own replacement and not abdicate their responsibility in this very important duty.

### Outline of duties:

- Arrive no later than 5:30 p.m. (5:15 preferred) to begin setting up the club regalia.
- Set up the two flags and the Rotary banner behind the head table or in another equally visible spot.
- Place the podium, the Rotary bell, and the gavel at the centre of the head table.
- Place the members' badges case, the 50/50 ticket pot, the roll of 50/50 tickets, the attendance sheet, the supply of door tally envelopes, supply of guest or visiting Rotarian badges, on the registration table at the entrance.
- As members arrive, ensure they sign the attendance record, pay their admission (cash, cheque), have their meal cards punched, and receive their half of the 50/50 ticket. Place the other half in the pot for the draw. Ensure you keep track of the headcount on the tally envelope and that your corresponding cash/cheques balance.
- In the case of members presenting meal cards, punch one of the spaces on their card and record their headcount on the tally envelope.
- In the case of guests and visiting Rotarians, complete the appropriate badge, fill out the appropriate certificate and include them in the headcount on the tally envelope.
- Add up cash/cheques received, balance it to the tally envelope for paid admissions. Complete the tally envelope.
- Do a headcount of those in the room and balance it to the total headcount on the tally envelope. This is the total needed for paying the catering bill.
- Deliver the envelope and all funds collected to the treasurer at the start of the meeting.
- Deliver the pot containing 50/50 tickets to the podium for use by the Sergeant-at-Arms.
- After the meeting, return all regalia, equipment, and supplies to their source.

***REMEMBER YOUR COMMITMENT; DON'T LET YOUR CLUB DOWN***

## **SCHEDULE H – H.B. STEVENS FUND**

### **Declaration of Trust**

(Revised April 2006)

- Whereas Harry B. Stevens, late of the City of Peterborough, in the County of Peterborough, by his Last Will and Testament, devised and bequeathed to the Rotary Club of Port Hope (the club), in the year 1979, the residue of his estate, amounting to some \$57,000 to be used by the said club for their work with handicapped children;
- And whereas the club desires to hold the said residue and any and all income generated thereby in a fund to be known as The H.B. Stevens Fund (the fund);
- And whereas the club desires to acknowledge the said fund as a trust and determine the terms and limits thereof;
- It is therefore resolved that:
  1. The account shall be known as the H.B. Stevens Fund account.
  2. There shall be a committee of the club known as the H.B. Stevens Fund Committee (the committee) charged with the administration of the fund.
  3. For the purposes of the fund, the following definitions shall apply:
    - 3.1 Children: all persons up to and including 18 years of age.
    - 3.2 Handicapped Children: Any child whose physical, mental, or emotional status deviates from that of a child of similar age deemed to be physically, mentally, and/or emotionally normal.
    - 3.3 Work: Any direct expenditure, indirect expenditure, or donation within the Municipality of Port Hope, given or made in the interest of a handicapped child or children. On an exceptional basis only, the committee may consider applications for assistance from individuals in the Province of Ontario subject to the guidelines set out in paragraph 5c of this document.
  4. The committee shall consist of three members in good standing of the Rotary Club of Port Hope serving a six year term, with the chair being replaced every two years and a new club member appointed. The senior member shall be chair. The club treasurer shall be an ex-officio member of the committee.
  5. The committee shall be entrusted with the following mandate:
    - 5.1 to take responsibility for the investments and disbursements of the entire fund.
    - 5.2 to grow the portfolio by the approximate rate of inflation over a three year period.
    - 5.3 to obtain the prior approval of the club for disbursements in excess of five (5) per cent of the total assets of the fund.
    - 5.4 to require all cheques to be signed by two of the committee members, all of whom shall have signing authority.
  6. The committee shall give an accounting of the fund to the club at a meeting of its members on an annual basis or more frequently as directed by the club or its board of directors. The fund shall be audited annually.

**This document replaces a previous “Acknowledge of Trust” enacted in 1980 and a “Declaration of Trust” revised in February, 1990.**

**Enacted by the Rotary Club of Port Hope at a duly constituted meeting of its members on April 6, 2006.**