

Rotary Club of Wynberg



By-laws of the Rotary Club of Wynberg

September 2019

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Club bylaws supplement the Standard Rotary Club Constitution and establish common club practices. The bylaws in this document are recommendations. Customize them to reflect your club's practices, and confirm that they are not in conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution (except where permitted), and the Rotary Code of Policies. Articles that your club is required to include are noted below.

Article 1 Definitions

1. Board: The club's board of directors
2. Director: A member of the club's Board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken
5. RI: Rotary International
6. Year: The 12-month period that begins on 1 July

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

Article 3 Elections and Terms of Office

Section 1: At least one month prior to elections, the secretary will call, by e-mail and at a Club Meeting, for nominations for all of the following Board positions:

- a) President
- c) Treasurer
- d) Secretary
- e) Other Directors, at the discretion of the Board

Any member (active or honorary) may nominate candidates. All nominations must be received one week prior to the elections. Any one person may be nominated for, and hold office in, more than one position.

Section 2: The candidate who receives a majority of the votes for each office is declared elected to that office. Postal or proxy votes will be allowed for those members unable to attend.

Section 3: If any officer or Board member vacates his or her position, the remaining members of the Board will appoint a replacement.

Section 4: If any officer-elect or director-elect vacates a position, the remaining members of the Board-elect will appoint a replacement.

Section 5: Terms of office for each position are 1 year. Any director may be re-elected to any position subject to the election rules outlined above.

Section 6: The President-Elect will become President the following year unless that person becomes ineligible through termination of membership or disqualification, or chooses to withdraw.

The Standard Rotary Club Constitution requires that your club's bylaws specify an election process. Please see Article 7 for further details of voting procedures.

Article 4 Duties of the Officers

The duties of the Board are prescribed in greater detail by RI manuals.

- Section 1 The president presides at club and Board meetings.
- Section 2 The immediate past president serves as a director on the club Board.
- Section 3 The president-elect prepares for his or her year in office and serves as a director.
- Section 4 The most recent past president assumes the role of Vice President and presides at club and Board meetings when the president is absent.
- Section 5 A director attends club and Board meetings.
- Section 6 The secretary keeps membership and attendance records.
- Section 7 The treasurer oversees all funds and provides a quarterly accounting of them.
- Section 8 The sergeant-at-arms maintains order in club meetings.

Article 5 Meetings

- Section 1 An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.
- Section 2 This club meets as follows: Thursdays at 18:30. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
- Section 3 A minimum of 6 Board meetings will be held each year. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

The Standard Rotary Club Constitution requires club bylaws to include article 5, section 2.

Article 6 Dues

- Section 1 Annual club dues are set by the Incoming Board at the beginning of each Financial year in terms of the financial plan (see Article 9, section 1). Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.
- Section 2 The membership fee for a new member in the first year of membership shall be calculated "pro rata" according to the number of completed months to run before the end of the Rotary year.
- Section 3 Membership dues shall be payable in full by due date (end of September for established members, and 1 month subsequent to joining for new members) unless prior arrangement

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is made with the Treasurer. Members who do not pay fees when due or in terms of any settlement arrangements made may be suspended at the discretion of the Board.

The Standard Rotary Club Constitution requires club bylaws to include article 6.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by secret ballot. The Board may also provide for a ballot on specific resolutions.

Proxy and email voting will be allowed for specific issues: election of the Board, and for acceptance / objection to new members. For any other issue it will be by discretion of the Board.

A quorum will be one-third of the club's members for club decisions and a majority of the directors for club Board decisions.

Proxy and email votes will not be considered in calculating the quorum.

Article 8 Committees

- Section 1 Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.
- Section 2 The president is an ex officio member of all committees and, as such, has all the privileges of membership.
- Section 3 Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.
- Section 4 Additional committees may be appointed as needed.
- Section 5 Except where special authority is given by the Board, no person or committee shall commit the club to any action on any project unless the project has been approved according to the club regulations at the time.
- Section 6 The club has the following committees:
- *Administration*
 - *Membership*
 - *Public Relations*
 - *Rotary Foundation*
 - *Service Projects*
 - *Youth Service*

Article 9 Finances

- Section 1 Before the end of August of each new Rotary year, the incoming Board will prepare an annual budget of estimated income and expenditures, which must be presented to, and be

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ratified by, the club. Notwithstanding this time frame, the incoming Board will set the annual dues to be paid by each member at the beginning of the Rotary year (see Article 6)

- Section 2 The treasurer deposits club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for club operations and one for service projects. Other accounts may be created when necessary.
- Section 3 Bills are paid by the treasurer or another authorized officer when authorized by the person(s) responsible, including adequate documentation:
- If within budget when authorised by the Project team leader or Director responsible;
 - If greater than allowed by the budget when authorised by the Board.
- Section 4 A qualified person conducts a thorough annual review of all financial transactions.
- Section 5 Club members will receive an annual financial statement of the club.
- Section 6 The fiscal year is from 1 July to 30 June.
- Section 7 The club shall utilize its funds solely for the objects for which the club was established.
- Section 8 All funds received by the club and not immediately required for distribution to the club's beneficiaries may be invested by the treasurer, with the authority of the Board of directors, in suitable interest bearing securities.
- Section 9 Seventy five percent of the funds received by the club shall be expended on the furtherance of the club's objectives within a period of twelve months, save where such funds are earmarked for a special project the completion of which may exceed twelve months. If it is necessary to retain such earmarked funds for a longer period than twelve months, the club shall advise the SA Revenue Services accordingly.
- Section 10 All donations made to the club for the purpose of achieving the club's objectives shall be made unconditionally and shall be subject to the club's terms and conditions. The donors shall derive no monetary advantage from the payment of such funds to the club, nor their disbursement by the club.
- Section 11 Any payments made by the club in consideration for goods supplied or services rendered shall be commensurate with the goods or services actually supplied or rendered to the club.
- Section 12 The club's power to pledge, mortgage or hypothecate its assets, or to enter into any suretyship, shall only be exercised in the interests of a beneficiary of the club.
- Section 13 The club shall not carry on any trade, business or commercial undertaking other than allowed by the Receiver of Revenue, and shall not make available its funds or other assets to its members for the purpose of the carrying on of any trade, business or commercial undertaking by them.
- Section 14 No surplus funds shall be distributed amongst the club's members.
- Section 15 In the event of the club being dissolved, wound up or liquidated, all its assets remaining after the satisfaction of its liabilities shall be transferred to some other club, society or association having objects similar to those of the club.
- Section 16 The club shall submit annual statements of its accounts to the SA Revenue Services.

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- Section 17 A copy of these bylaws, and of any amendments thereto, including any amendments following upon resolutions passed by Rotary International at the Council on Legislation, shall be submitted to the SA Revenue Services. No amendment shall be made to the terms of this section without the prior approval of the SA Revenue Services.

Article 10 Method of Electing Members

- Section 1 A member proposes a candidate for membership to the Board, or another club proposes one of its transferring or former members.
- Section 2 The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.
- Section 3 If the Board approves the candidate's membership, the prospective member is invited to join the club.
- Section 4 A member (the 'sponsor') shall provide a candidate's name and CV to the Board. A transferring or former member of another club may also be proposed for membership by either the former club or a club member. The proposal is kept confidential unless the Board instructs otherwise.
- Section 5 The Board shall ensure that the candidate meets all of Rotary's membership requirements which are listed in the Club's constitution and available on its website.
- Section 6 The Board shall approve or reject the candidate's membership within 30 days and shall notify the sponsor of its decision.
- Section 7 If the decision of the Board is favourable, all members will be given ten days to approve the recommendation or to provide any objections in writing (email).
- Section 8 If any member of the club submits a written objection including reasons for the objection, to the Board within the 10 days after the club is notified of the prospective member, the club shall vote by ballot on this matter at its next meeting with a simple majority of a quorum of members being required to pass a vote.
The potential member should not be allowed at this meeting.
The specific objection will be told to the club members present. The objector will be given a chance to present the objection personally to the club but this is not obligatory. The sponsor of the potential new member will be allowed a chance to reply and may ask for time (till the next meeting) to obtain more information.
- Section 9 If the decision of the club is favourable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to allow his or her name and proposed classification to be conveyed to the club.
- Section 10 The sponsor will introduce the prospective member as a special guest at the following meeting of the club.
- Section 11 The proposed member is inducted to membership at the next convenient meeting.
- Section 12 The club may elect honorary members proposed by the Board.

Article 11 Amendments

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These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 12 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Note: members may request a discussion on any matter that does not commit the club to any cause of action.

Article 13 Club Protocol

- Section 1 The dress code at the club is 'smart-casual'. In the event of any uncertainty the Board will provide final clarity.
- Section 2 Every guest that attends the club will be hosted by a member who will introduce the guest to the meeting on their first visit, and if requested, on a subsequent visit.

Article 14 Power over Property

- Section 1 The moveable assets of the club shall vest in the president and treasurer for the time being of the club.

Signed by the Board of the Rotary Club of Wynberg on (Date):