

**THE ROTARY CLUB OF SCARBOROUGH,
WESTERN AUSTRALIA, AUSTRALIA INC.
BY-LAWS
(As Amended 23 April 2019)**

These By-Laws are authorised by Schedule One, Article 1-16 of the Constitution of the Rotary Club of Scarborough.

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-half of the club membership; a majority of directors for the Board.
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 the Board consisting of the President, the Immediate Past President, the President-Elect, the Secretary, the Treasurer and a minimum of 4 Directors.

Article 3 Elections and Terms of Office

Section 1 — One month prior to elections, the President will call for nominations from members for candidates for President-elect, secretary, treasurer, and any open director positions for the preceding year. The nominations will be writing, however, they be by members from the floor on the day of the election.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — A vacancy on the Board or any office shall be filled by the remaining members of the Board.

Section 4 — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

Section 5 — The officers shall hold office for a term of one year and the Directors for a term of two years. The Secretary, the Treasurer and the Directors are eligible for re-election for further terms.

The procedure for the election of Directors and Officers is set out in Schedule One, Article 1-9, section 5 of the Club Constitution

The President shall, subject to the approval of the Board, appoint the Sergeant-At-Arms.

Article 4 Duties of the Board

Section 1 — President. The president shall preside at club and Board meetings.

Section 2 — Immediate Past President will be the Vice President. The vice president shall preside at club and Board meetings in the absence of the president. The immediate past president shall serve as a director.

Section 3 — President-elect. The president-elect shall prepare for their year in office and serve as a director.

Section 4 — Director. A director shall attend club and Board meetings.

Section 5 — Secretary. The secretary shall keep membership and attendance records.

Section 7 — Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 8 — Board members may perform additional duties as assigned.

Article 5 Meetings

Section 1 — Annual General Meeting. In accordance with Schedule Two, Article 2-3, section 1(a) of the Constitution, the Board shall convene an annual general on the 4th Thursday of October each year for the election of office bearers and the presentation of the Club's accounts

Section 2 — The Club shall meet each week at 7.15 am on Thursdays at the Scarborough Surf Life Saving Club Facility, (SSLSC) 163 The Esplanade, Scarborough, WA Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — Board meetings shall be held each month. Special meetings of the Board can be called with reasonable notice by the president or upon the request of two directors.

Article 6 Fees and Dues

Section 1 — The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.

Section 2 — Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be determined by the Board. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Article 7 Method of Voting

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

Article 8 Committees

Section 1 — The Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. The club shall have the following committees:

- Club Administration
- Community Service
- Service Committee(s)

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

Article 9 Finances

Section 1 — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer when approved by the Board.

Section 4 — An annual audit of all financial transactions shall be completed by a qualified person.

Section 5 — An annual financial statement of the club shall be provided to club members before the AGM.

Section 6 — The fiscal year is from 1 July to 30 June.

Article 10 Method of Nominating New Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 — The club may elect honorary members proposed by the Board. Honorary membership will be reviewed by the Board each year.

Article 10 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.

Article 11 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that 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, the Rotary Code of Policies and approved by the Board.

Article 12 Proxy

The form of any appointment of a proxy shall include the member's name, the name of the member appointed as proxy (failing which the chairperson of the meeting shall exercise the proxy), the date of the meeting for which the proxy applies (which will include any adjourned meeting), any directions to the proxy as to how to vote, and be signed by the member.