



BYLAWS

OF

ROTARY CLUB

OF

OCEAN GROVE

INCORPORATED

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BYLAWS OF ROTARY CLUB OF OCEAN GROVE INCORPORATED

ARTICLE 1 – DEFINITIONS

As used in these Bylaws, unless the context otherwise requires it, the words in this Article shall have the same meanings detailed in Article 1 of the Constitution.

Board:	The Board of Directors of this Club.
Director:	A member of this Club's Board of Directors.
Member:	A member, other than an honorary member, of this Club.
Quorum:	One third of the Club membership; a majority of Directors for the Board.
RI:	Rotary International.
Year (Fiscal & Rotary):	The twelve-month period that begins on 1 July.
General Meeting:	a regular meeting of the members held in accordance with this Club's Bylaws or Constitution.
Ordinary Board Member:	a member of the Board other than an Officer of the Club under this club's Constitution.
The Act:	The Associations Incorporation Act or the Associations Incorporation Reform Act of the State.
The Regulations:	the Regulations made under the Act.
Secretary:	the person holding office under the Constitution as secretary of this Club.
Constitution:	the Bylaws and Constitution this Club as amended from time to time.
Chair:	the Presiding officer.
State:	the State or Territory in which this Club is incorporated.
Local laws:	the laws of the State or Territory.
Governor:	the District Governor.

Note: Club Bylaws should be used to supplement the Standard Rotary Club Constitution or the Club's Constitution with the established common practices and processes of this Club. You may update the Bylaws to reflect the current practices of this Club as long as the changes do not conflict with the RI Constitution and Bylaws or the Club's Constitution or the Rotary Code of Policies.

ARTICLE 2 – BOARD

The governing body of this club is the Board consisting of a minimum of the President, immediate past president, president elect, vice president (if elected), secretary and treasurer and such number of ordinary directors as are required to be elected pursuant to the Constitution.

ARTICLE 3 – NOMINATING COMMITTEE

If a Nominating Committee is established by this club, the following provisions apply to its constitution and operation. They are completed at an Annual General Meeting, to be held before Nov 30 in the given Rotary year.

(a) Function of the Nominating Committee.

The Nominating Committee's function is to recommend the nomination of a member to fill the position of each of the Officers of this Club required to be filled at the meeting specified in the Constitution.

(b) Members of the Nominating Committee

The Nominating Committee will comprise such of the president, president elect and the last two available past president of the club, who are appointed by the president and who consent to that appointment. The president will appoint a member of reasonably long-standing to fill any vacancy.

(c) Term of the Nominating Committee

The Nominating committee shall serve until the appointment of the next nominating committee.

(d) Presiding Officer.

The Nominating Committee will appoint a presiding officer at its first meeting and all decisions of the committee shall be by majority vote.

(e) Meeting of the Nominating Committee

The nominating committee will meet not later than three (3) weeks before the meeting specified in article 24 section 1 of the Constitution. **Note** - (7 weeks before the AGM)

(f) Recommendations of the Nominating Committee

Prior to the meeting specified in article 24 section 1 of the Constitution the Nominating Committee shall advise the president in writing of its recommendations and the president shall cause those recommendations to be published to the members before the commencement of that meeting. **Note** - (4 weeks before the AGM)

(g) Criteria of Recommendations

In respect of each office for which a recommendation is required the Nominating Committee shall recommend the member it considers most suitable for that Office who is willing to accept nomination.

(h) Nominations

Every nomination for any position referred to in this section must be in writing signed by the nominator and another member and carry an acceptance of that nomination signed by the member nominated. All nominations must be handed to the secretary before the conclusion of the meeting specified in article 24 section 1 of the Constitution unless that time is extended by the board. The nominating committee must insure the nomination of every member recommended by it and the delivery of that nomination to the secretary within that time.

(i) Other Nominations

Not with standing the nomination of any member recommended by the nominating committee any member of the club may nominate a member or members for election to the same office.

ARTICLE 4 - REGULAR MEETINGS**Section 1 - Regular Meeting**

(a) The regular weekly meetings of this club are held on every Tuesday of every month at 6:30 pm.

(b) Reasonable notice of any changes in or cancellation of the regular meeting shall be given to all club members.

Section 2 - Amending Regular Meetings

Regular weekly meetings specified in Section 1 may be amended by the board with the approval of the members, reclaiming the frequency of the meetings and / or counting service projects or social events as regular meetings as long as the club meets at least twice per month.

Section 3 - Voting on motions at Regular Meetings

- When a vote is taken on a motion that has been moved/seconded at a Regular Meeting, a simple majority will be used to decide if the motion has been supported. The President will have a normal vote and in the event of a tie, a casting vote.
- 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 ballot when the number of candidates exceeds the positions available. The Board may also provide a ballot for a vote on some resolutions.

Section 4: Use of Technology at Regular Meetings

This provision is intended for members wishing to do makeups when they are unable to attend a Regular Meeting.

- A regular meeting may be attended from 2 or more venues using any technology approved by the board that gives each of the club's members a reasonable opportunity to participate.
- A club member who participates in a regular meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

ARTICLE 5 - ANNUAL AND BOARD MEETINGS

Section 1. Annual General Meeting: To meet the requirements of Consumer Affairs Victoria, an Annual general meeting of this Club will be held no later than 30th November, to elect the Officers and Directors who will serve for the next Rotary Year.

Section 2. Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

ARTICLE 6 - ADDITIONAL CONDITIONS FOR SPECIFIED TYPES OF ACTIVE MEMBERSHIP

Each of the following types of active membership, if adopted by this club, is subject to the additional conditions of membership set out below in respect of that type of active membership as follows:

Section 1 - Corporate or Business Active Membership

- (a) A corporation or business which carries on significant business, but not necessarily its head office, in or near this club's locality may, subject to the agreement with this club, be inducted to corporate or business active membership represented in this club by not more than four (4) or less than two (2) of its corporate offices or senior employees, as active members, each titled corporate member representative (CMR) or business membership representative (BMR) as the case may be.
- (b) A CMR or BMR must qualify for and be elected to active membership. Classification requirements may be waived.
- (c) Active membership of a CMR or BMR are terminated if he or she leaves employment with, or ceases to be a representative of, the corporation or business with the club, but he or she may be elected by the club to any other type of active membership for which he or she qualifies.
- (d) The attendance expectations placed upon a CMR or BMR and other relevant matters, will be determined in the agreement.

- (e) The corporation or business by agreement is responsible for its CMRs or BMRs as the case may be, as well as its own dues, payable as a lump sum to the club regularly as the same falls due. The amount of such lump sum payment shall be fixed from time to time and for the time being, by the Board and without reference to the dues payable by other members of the club.
- (f) Agreement referred to will be in writing and signed by or on behalf of the corporation or business and this Club. It will contain all further conditions of membership which are agreed to.

Section 2 - Friends of Rotary Active Membership

- (a) A person must comply with the qualifications for active membership as if they were the qualifications for honorary membership set out in the Constitution (as a friend of Rotary). Classification requirements may be waived.
- (b) In all other respects the person must be proposed for and elected to active membership in accordance with the Constitution.

Section 3 - Family Active Membership

- (a) A member of this club, with the approval of the board, may propose for election to active membership of this club, a member of their immediate family each under the title "Rotary family member" (RFM)
- (b) Rotary family membership ceases in respect of any RFM who ceases to be included in such an immediate family.
- (c) In determining if a proposed RFM complies with the conditions for active membership the classification requirements may be waived.
- (d) The member, by agreement with the board, is responsible for the dues of each of his or her RFM's.
- (e) The agreement referred to will be in writing and signed on behalf of the family and this club. It will contain all further conditions of membership which are agreed to.

Section 4 - Auxiliary Active Membership

Additional conditions in respect of auxiliary active membership to be determined by the board as required.

ARTICLE 7 - DUES

Annual dues including RI per capita dues, district per capita dues, this club's fees and/or dues, other Rotary and district per capita assessments and or dues and a subscription to the "Rotarian" or a Rotary regional magazine, shall be determined by the Board.

Note: When couples are both members, one member is offered a 50% reduction in annual dues.

All dues are payable in accordance with the policies of this club as established by the board.

ARTICLE 8 - COMMITTEES

Section 1 - Committees

Club committees coordinate their efforts in order to achieve this clubs annual and long range goals. This club shall have the following committees:

1. Club Administration
2. Membership
3. Public Image
4. Rotary Foundation
5. Service Projects

Section 2 - Additional Committees

Additional standing and non-standing committees may be appointed as needed.

Section 3 - Status of the President

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

Section 4 - The Business of a Committee

Except where a special authority is given by the Board, committees shall not take action until a report has been made to and approved by the Board. The President or the Board shall refer additional business to a specific committee as needed. Committees are responsible to achieve these clubs goals in their respective areas.

Section 5 - Role of the Chair

Each presiding officer 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

Section 6 - Committee Chair

A Committee Chair is responsible for the regular meetings and activities of the committee and reports to the Board in respect of the Committee's activities.

(Note: the committee structure is in harmony with both the district leadership plan and the club leadership plan. Clubs have the discretion to create committees that are necessary to effectively meet its service and fellowship needs. Sample listings of optional committees are found in the rotary manuals for club committees. Clubs may develop different committee structures as needed.)

ARTICLE 9 - METHOD OF ELECTING A MEMBER TO THE CLUB

1. A member can propose a candidate for membership by referring the candidate's name to the Board. The same process is followed if another club proposes one of its transferring or former members.
2. The Board approves or rejects the candidate's membership within 30 days. If supported by the Board, the membership are asked to indicate their views by recording any objections (in writing to the Secretary) within 7 days. If there are no objections, the Board advises the proposing member.
3. The prospective member is invited to join the club, agree to a vocational Classification and have a mentor assigned. An induction date is arranged by mutual agreement.

ARTICLE 10 - FINANCE

1. The Board approves an annual budget of estimated income and expenditures, prepared by the Treasurer before August 31st. of the current rotary year.
2. The treasurer deposits club funds in a financial institution or institutions designated by the board divided into accounts that distinguish between club operations and service projects.
3. Accounts are paid by the treasurer or another authorised officer and approved by **two** of the following: President, Board Member or Committee Chair.

4. Two members (immediate Past President and another member with suitable financial expertise - selected by the Board) will conduct a thorough annual review of all financial transactions prior to presentation of the Annual Financial Report being presented to the Board and the Club at the annual general meeting.
5. Members will receive an annual financial statement of the club. This financial statement, with the previous financial year's income and expenses, is presented at the annual general meeting.
6. An abridged financial report (11 months July to May) will be presented at the annual Changeover Meeting.

ARTICLE 11 - RESOLUTIONS

The members of this club shall not decide any resolution or motion to commit this club on any matter until it has been considered by the Board. Any resolution or motion offered by a member at a club meeting, shall be referred to the Board for consideration.

ARTICLE 12 - AMENDMENTS

These Bylaws may be amended at a special general meeting of this club conducted at any regular club meeting.

Changing the club Bylaws requires that:

1. Written notice be sent to each member at least 14 days before the meeting;
2. Setting out the proposed motion or proposed motions to be put at the meeting and the reason or reasons for each motion;
3. A quorum of the members as provided in article 26 section 1 of these clubs Constitution shall be present at the meeting: and
4. At least 2/3 of the votes are required to support the change.
5. Changes to the bylaws must be consistent with the Constitution of this club, the RI constitution and bylaws and the rotary code of policies.