



SERVICE Above Self

**BY LAWS OF THE
ROTARY CLUB OF MUNDARING,
WESTERN AUSTRALIA
(INCORPORATED)**

**Resolved at the
Regular Meeting
of 19th October 2022**

Contents

Article 1	Definitions	Page 2
Article 2	Board	Page 2
Article 3	Election of Directors and Officers	Page 3 & 4
Article 4	Duties of Officers	Page 3 & 4
Article 5	Meetings	Page 5
Article 6	Fees and Dues	Page 6
Article 7	Method of Voting	Page 6
Article 8	Five Avenues of Service	Page 6
Article 9	Committees	Page 7 & 8
Article 10	Duties of Committees	Page 8
Article 11	Rostered Duties	Page 9
Article 12	Leave of Absence	Page 9
Article 13	Finances	Page 10
Article 14	Method of Electing Members	Page 11
Article 15	Resolutions	Page 12
Article 16	Not-For-Profit Corporation	Page 12
Article 17	Dissolution	Page 13
Article 18	Indemnity	Page 13
Article 19	Function Fees	Page 13
Article 20	Meeting Fees	Page 13
Article 21	Register of Members	Page 14
Article 22	Custody of Registers, Records and Books	Page 14
Article 23	Inspection of Registers, Records and Books	Page 14
Article 24	Interpretation	Page 14
Article 25	Amendments	Page 14

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Constitution: The Constitution of the Rotary Club of Mundaring (Inc).

Article 2: Board

The governing body of this Club shall be the Board consisting of eleven (11) members of this Club, namely, six (6) Directors elected in accordance with Article 3, Section 1 of these by-laws, and the President, Vice-President, President-elect, Secretary and the Treasurer.

Article 3: Election of Directors and Officers

Section 1

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, and six (6) directors.

The immediate Past President shall be the Vice President of the Club.

The nominations may be presented by a nominating Committee or by members from the floor, by either or by both as a Club may determine. If it is determined to have a nominating Committee, such Committee shall be appointed as the Club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

The candidates for President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices.

The six (6) candidates for Director receiving a majority of the votes shall be declared elected as Directors.

The candidate for President elected in such balloting shall be the President-Nominee and shall take the title of President-Elect on 1 July in the year following election.

Article 3: Election of Directors and Officers (cont'd)

Section 2

The Officers and Directors, so elected, together with the Vice-President, shall constitute the Board. Within one week after their election, the Directors-elect shall meet and elect some member of the Club to act as Sergeant-at-Arms.

Section 3

A vacancy in the Board or any office shall be filled by action of the remaining Directors.

Section 4

A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

Article 4: Duties of Officers

Section 1

President. It shall be the duty of the President to:

- preside at meetings of the Club and the Board
- perform other duties as ordinarily pertain to the office of President.

Section 2

President-elect. It shall be the duty of the President-elect to:

- serve as a director
- perform such other duties as may be prescribed by the President or the Board.

Section 3

Vice-President. It shall be the duty of the Vice-President to:

- preside at meetings of the Club and the Board in the absence of the President
- perform other duties as ordinarily pertain to the office of Vice-President.

Section 4

Secretary. It shall be the duty of the Secretary to:

- keep membership records
- record attendance at meetings
- send out notices of Club, Board and Committee meetings
- record and preserve the minutes of board meetings and club forums.

Article 4: Duties of Officers

Section 4 (cont'd)

Secretary. It shall be the duty of the Secretary to:

- report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semi-annual reporting period
- report changes in membership
- provide the monthly attendance report, which shall be made to the District Governor within 7 days of the last meeting of the month
- remit RI and District Dues and Rotary Down Under (RDU) magazine subscriptions
- perform other duties as usually pertain to the office of Secretary.

Section 5

Treasurer. It shall be the duty of the Treasurer to:

- have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board
- ensure that the Club's Charitable Collections Licence is kept current
- perform other duties as pertains to the office of Treasurer
- turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property, upon retirement from office.

Section 6

Sergeant-at-Arms. The duties of the sergeant-at-arms shall be:

- such as are usually prescribed for such office
- to perform other duties as may be prescribed by the President or the Board.

Article 5: Meetings

Section 1

Annual meeting. The annual meeting of this Club shall be held on the last meeting in October of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2

Weekly meetings. The regular weekly meetings of this Club shall be held on Wednesday at 6.15 for 6.45 pm.

Members who attended the Mundaring Sunday Markets (MSM) shall be entitled to be credited with a 'make up' in accordance with Article 1-9, section 1 (a) (5) of the Club Constitution.

The Board of directors will meet once per month at a time and place decided by the incumbent board.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to article 1-9 sections 3 and 4 of the Club 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 Club Constitution, Article 1-9 sections 1 and 2.

Section 3

One-half of the active membership shall constitute a quorum at the annual and regular meetings of this Club before a decision can be voted upon. A majority vote of 75% of members present is required to carry a motion.

Section 4

Regular meetings of the Board shall be held on the third Wednesday of each month. Extraordinary meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5

The President (or his/her representative) and a majority of the Directors shall constitute a quorum of the Board. A question arising at a board meeting shall be decided by a majority of votes.

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

Article 6: Fees and Dues

Section 1

Membership dues for new members shall be prorated beginning at the first day or the month after their induction. Note: This club does not charge an admission fee.

Section 2

The membership dues shall be decided by the Board of Directors at the first meeting of the new Board each year.

- Dues are payable to RI semi-annually on the first day of July and of January, with the understanding that a portion of each semi-annual payment shall be applied to each member's subscription to the RDU magazine. District dues are payable on 1 July each year.
- A member's annual dues may be paid in two equal instalments if a member so desires.

Article 7: Method of Voting

The business of this Club shall be transacted by *viva voce* vote or show of hands except the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote or show of hands.

(Note: Viva voce vote is defined as when Club voting is conducted by vocal assent.)

Article 8: Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service

This Club will be active in each of the Five Avenues of Service.

Article 9: Committees

Club Committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. The President-elect, President and immediate past President should work together to ensure continuity of leadership and succession planning. When feasible, Committee members should be appointed to the same Committee for three years to ensure consistency. The President-elect is responsible for appointing Committee members to fill vacancies, appointing Committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the Committee. Committees should be appointed as follows:

- **Club Service** - focuses on strengthening fellowship and ensuring the effective functioning of the club.
- **Vocational Service** - encourages Rotarians to serve others through their vocations and to practice high ethical standards.
- **Community Service** - covers the projects and activities the club undertakes to improve life in its community.
- **International Service** - encompasses actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.
- **Youth Service**- recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.
- **Membership** – should develop and implement a comprehensive plan for the recruitment and retention of members. It should also ensure that prospective members are informed of the costs associated with becoming a member, ie. annual subscriptions and meal costs, of the advantages and the responsibilities of Rotary membership (including rostered duties and meeting apology requirements) before submitting an application for membership to the Board.
- **The Rotary Foundation** - should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Article 9: Committees (cont'd)

Additional ad hoc Committees may be appointed as needed.

- The President shall be an ex-officio member of all Committees and, as such, shall have all the privileges of membership thereon.
- Each Committee shall transact its business as is delegated to it in these by-laws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such Committees shall not take action until a report has been made and approved by the Board.
- 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.

(Note: The above Committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any Committees that are required to effectively meet its service and fellow ship needs. A sample listing of such optional Committees is found in The Club Committee Manual. A Club may develop a different Committee structure as needed.)

Article 10: Duties of Committees

The duties of all Committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. The board of directors will consider vocational service, community service and international service avenues when developing plans for the year.

Each Committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-elect to provide the necessary leadership to prepare a recommendation for Club Committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article 11: Rostered Duties

- Members are responsible to make themselves aware of their rostered duties before each meeting.
- Members who cannot perform a rostered duty are responsible for finding their own replacement for that duty before the meeting.

The member rostered as 'Toast Master' shall, with the assistance from other club members, be responsible for the reception of guests (including ensuring that they are given name badges and are asked to sign the visitors book) and for setting out and packing up of the club paraphernalia before and after the meeting. For saying grace, proposing the toast to the Head of State and the people of Australia and for leading the singing of the National Anthem, if the President calls upon them to do so.

Article 12: 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.

(Note: Such leave of absence does operate 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. An absence authorized under the provisions of the Club Constitution (Article 1-9, sections 3 and 4) is not computed in the attendance record of the Club.)

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

Article 13: Finances

Section 1a:

Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.

Section 1b:

As and when deemed necessary, the Board will have the authority to allocate the income from a Club managed fundraising event (eg. a swap mart, quiz night, wood raffle, community requested event where the club's food van provides a service for which the club is paid, etc), to the support of club administration costs. Such costs could include, but are not restricted to:-

- The purchase of a new laptop computer or a new projector to support guest speaker presentations;
- Funding of a membership drive program/evening;
- Subsidising the membership dues for one year for new members;
- To subsidise up to two members' attendance to an important district event, eg. a district conference;
- Payment of flowers, a gift or a token, to show the club's appreciation, sympathy or thanks to a person or people the club would like to acknowledge.

Section 2

The Treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be divided into two separate parts: Club operations and service projects.

Section 3

All bills shall be paid by the Treasurer, or other authorized officer, from the appropriate bank account by a cheque, or by an Electronic Funds Transfer (EFT) bearing two authorized signatures.

Section 4

An audit by a qualified person of all financial transactions shall be made once each year.

Section 5

The fiscal year of this Club shall extend from 1 July to 30 June, and shall be divided into two (2) semi-annual periods extending from 1 July to 31 December, and 1 January to 30 June. Per capita dues to RI and subscriptions to RDU magazine shall be payable on 1 July and 1 January. District dues shall be payable on 1 July of each year. (Note: District 9455 calculates the dues based on Club membership on 1 January).

Article 14: Method of Electing Members

Section 1

The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Club Secretary. 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.

Section 2

The Board shall (through the Membership Committee) ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution and that the prospective member is fully informed of the fees and duties pertaining to club membership.

Section 3

The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4

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 shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section 5

If no written objection to the proposal, stating reasons, is received by the Board 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 the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6

Following the election, the Membership Director shall arrange for the new member's induction, membership card, induction certificate and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the Club as well as assign the new member to a Club project or function.

Section 7

The Club may elect honorary members proposed by the Board in accordance with the Club Constitution, Article 1-7 section 6.

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

Article 15: 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, shall be referred to the Board without discussion.

Article 16: Not-For-Profit Corporation

This corporation shall be a not-for-profit corporation. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member Club in Rotary International.

In so far as the provisions of the law of the State of Western Australia under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

This corporation shall have the authority to adopt such by-laws as may be consistent with the purposes enumerated herein and consistent with the law of the State of Western Australia under which this corporation is incorporated.

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Club. Nothing in this paragraph prevents any member being reimbursed for legitimate expenses incurred in conducting club business.

Members who use their own vehicle to distribute or collect advertising signage for the Mundaring Sunday Markets shall be entitled to be reimbursed to a value of \$25 per trip to compensate for the cost of fuel.

Members who regularly tow the club's food van to and from the various functions at which it is employed shall be entitled to have a (one off per year) \$100 donation made to The Rotary Foundation Centurions Program in their name.

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

Article 17: Dissolution

The Club may be dissolved or wound up by a resolution passed by 75% of all Club members at any general meeting or at a special general meeting called for such purpose. If upon the dissolution or winding up of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever after paying the expenses, costs and charges of winding up, the same shall not be paid to, transferred or distributed amongst the members of the Club.

Any surplus shall be given to the Rotary International District of which this Club is a member, or it shall be paid to another association incorporated under the act or some charitable objects or purpose which association, institution, purposes or object shall be determined by resolution of the members of the Club at or before the time of dissolution or winding up when authorizing and directing the Committee to prepare a distribution plan for distribution of the surplus property of the Club. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

Article 18: Indemnity

Every officer and auditor of the Club, shall be indemnified out of the assets of the Club against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

Article 19: Function Fees

Unless excused by the Board of Directors, a member shall be responsible for the prescribed charge for himself/herself and his/her guests at any Club function to which they have indicated they will attend, but fail to do so, and for which no apology has been submitted in accordance with the accepted system of recording such apologies, as and when required.

Article 20: Meeting Fees

Unless excused by the Board of Directors, a member shall be responsible for the prescribed meeting fee if absent from a meeting for which no apology has been submitted in accordance with the accepted system of recording apologies, as and when required.

By-laws of the Rotary Club of Mundaring, Western Australia (Inc)

Article 21: Register of Members

The Secretary shall maintain an up-to-date register of the financial members of the Club.

Article 22: Custody of Registers, Records and Books

The Secretary shall have custody of the Club's registers, books, records, documents, and securities.

Article 23: Inspection of Registers, Records and Books

Any financial member of the Club shall be entitled to inspect the Club's registers, books, records, documents, and securities by arrangement with the Secretary upon giving the Secretary 48 hours' notice of his/her desire to do so.

Article 24: Interpretation

Section 1

Notifications: In accordance with Article 1-18 of the Club Constitution, notification and dissemination of information to members may include utilization of electronic mail (e-mail) and internet technology to reduce cost and increase responsiveness.

Section 2

These rules bind the Club and every member of the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

Article 25: Amendments

Section 1

These by-laws may be amended at any regular meeting, a quorum being present, by a three quarters (75%) vote of all members present, provided that notice of such proposed amendment shall have been notified to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and bylaws of Rotary International.

End of By-Laws