



BYLAWS

Ratified at a regular meeting of the general membership, on September 14, 2026

Article 1 Definitions

- a. Board: The board of directors of this club.
- b. Officer: The President, Immediate Past President, President-Elect, Secretary, or Treasurer.
- c. Director: A member of the Board, including the Officers and the chairs of the standing committees.
- d. Member: A member, other than an honorary member, of this club.
- e. Nominee: A member elected to assume an office at the start of the following Rotary year.
- f. General Membership Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for decisions of the membership.
- g. Board Quorum: The President, or in the President's absence the President-Elect or Secretary, and at least four other members of the Board, for decisions of the board.
- h. Rotary Year: The 12-month period beginning 1 July.

Article 2 Board

- 2.1** The governing body of this club is its Board of Directors. The Board consists of the club's officers and the chairs of all standing committees.
- 2.2** The Board is responsible for the governance, administration, finances, and affairs of the club, except where authority is reserved to the membership by these bylaws, the Standard Rotary Club Constitution, or Rotary International policies.
- 2.3** The Board may establish policies and procedures consistent with these bylaws.

Article 3 Elections and Terms of Office

- 3.1** Any member in good standing may nominate any member in good standing for any elected position in the club. The elected positions include President-Nominee and, when required to fill a pending vacancy, Secretary-Nominee and Treasurer-Nominee.
- 3.2** The candidate who receives a majority of the votes for each office is declared elected to that office.

- 3.3** If any officer, director, or standing committee chair vacates their position, the President shall appoint a replacement until the next annual general meeting, subject to ratification by the Board. The Board may, by a two-thirds vote, declare an elected office vacant if the office holder is unable or unwilling to fulfill the responsibilities of the position. Before declaring an elected office vacant, the Board shall provide the office holder with reasonable notice and an opportunity to be heard.
- 3.4** The officer and director positions and the terms of office for each role are:
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| a. President | one year |
| b. Immediate Past President | one year |
| c. President-Elect | one year |
| d. Treasurer | two years |
| e. Secretary | two years |
- 3.5** The offices of President-Elect and President form a leadership succession process. A member elected as President-Nominee shall become President-Elect at the start of the following Rotary year, and at the start of the next Rotary year, they shall become President.
- 3.6** A member elected as Secretary-Nominee or Treasurer-Nominee shall serve in that capacity until the start of the following Rotary year, at which time they shall assume the office of Secretary or Treasurer, respectively.
- 3.7** Members may be elected to consecutive terms for any position other than President. Elections for Secretary-Nominee and Treasurer-Nominee shall only be held when a vacancy will exist at the start of the following Rotary year.
- 3.8** If a successor is not elected to serve as President, the current President's term may be extended for up to one additional year in accordance with the Standard Rotary Club Constitution.
- 3.9** The chairs of the following standing committees shall serve as voting members of the Board for a one-year term:
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| a. Chair of Membership Attraction and Experience Committee |
| b. Chair of Fellowship and Club Administration Committee |
| c. Chair of Public Image and Social Media Committee |
| d. Chair of Rotary Foundation and Paul Harris Recognition Committee |
| e. Chair of Service, Impact, Youth and Fundraising Committee |
- 3.10** The President shall appoint the chairs of all standing committees, subject to ratification by the Board. Standing committee chairs shall serve for a term of one year and may be reappointed.
- 3.11** The President may replace any standing committee chair who is unable to fulfill the responsibilities of the position or whose continued service is not in the best interests of the club. Any such replacement is subject to ratification by the Board.

Article 4 Duties of the Officers and Directors

- 4.1** The President presides at club and Board meetings and provides leadership to the club.
- 4.2** The President-Elect prepares for their year in office and serves as a director and presides at club and Board meetings when the President is absent.
- 4.3** The Immediate Past President serves as a voting member of the Board.
- 4.4** The Secretary keeps membership records, and records minutes of the meetings.
- 4.5** The Treasurer oversees all club funds, maintains financial records, and provides an accounting of them.
- 4.6** Additional details of the roles and responsibilities of directors are listed at Annex A.

Article 5 Meetings

- 5.1** Elections for President-Nominee and, where required, Secretary-Nominee and Treasurer-Nominee shall be held no later than December 31 of the Rotary year preceding the Rotary year in which those individuals will assume office.
- 5.2** An annual general meeting of this club is held no later than December 31.
- 5.3** This club meets on every other Monday, at 5:30 pm. On statutory holidays, the meeting is moved to the following Monday. A summer pause in meetings takes place from mid July to the end of August, and a winter pause in meetings takes place from mid December to the second week in January. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
- 5.4** 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 elected officers.
- 5.5** Notices required under these bylaws may be delivered electronically. The Board may conduct business and vote electronically between meetings. Any decision approved by a majority of directors casting a vote, provided that the number of directors voting meets the Board quorum requirement, shall have the same effect as a decision adopted at a Board meeting.

Article 6 Dues

- 6.1** Membership dues for the Rotary year shall be proposed by the incoming Board and approved by the membership at the first regular meeting of the Rotary year. They are paid in two equal installments, no later than June 30 and December 31. Annual club dues will normally include the costs of RI per capita dues, subscriptions to Rotary magazine, any district per capita dues, insurance, and other Rotary or district assessment. They shall also include member contributions toward meals at regular meetings, and administrative costs of the club.
- 6.2** The Board may approve alternative payment arrangements, partial dues reductions, or exemptions from dues for a member whose financial circumstances would otherwise make continued membership difficult. Requests shall be treated confidentially. The Board shall endeavour to ensure that no member is unable to participate in Rotary solely because of an inability to pay dues.
- 6.3** The Board may establish dues and fee arrangements for Corporate Memberships, provided that all Rotary International and District financial obligations are met.

Article 7 Method of Voting

- 7.1** The business of this club is conducted by voice vote or a show of hands except in the election of President-Nominee, Secretary-Nominee, and Treasurer-Nominee, which is conducted by ballot. The Board may also provide a ballot for a vote on some resolutions, and the President may stipulate a ballot vote for any resolution.
- 7.2** Unless otherwise specified in these Bylaws, all motions and resolutions shall be decided by a majority of votes cast. A tie vote shall result in the defeat of the motion.
- 7.3** In the event of a tie vote of the Board, the President shall cast the deciding vote.

Article 8 Committees

- 8.1** This club's standing committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution. Specifically, the standing committees shall be:
 - a. Membership Attraction and Experience Committee
 - b. Fellowship and Club Administration Committee
 - c. Public Image and Social Media Committee
 - d. Rotary Foundation and Paul Harris Recognition Committee
 - e. Service, Impact, Youth and Fundraising Committee
- 8.2** The President may establish ad-hoc committees and working groups as required and shall report their creation to the Board at its next meeting.
- 8.3** The President is an ex officio member of all committees.

- 8.4** 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.
- 8.5** Committees may make recommendations to the Board and carry out activities within the authority delegated to them by the Board, but shall not otherwise commit the club to financial or contractual obligations.
- 8.6** Additional details of the mandate and responsibilities of standing committees are listed at Annex B.

Article 9 Finances

- 9.1** The incoming Board shall, in consultation with the outgoing board, will prepare an annual operating budget for the Rotary year beginning 1 July. The proposed budget shall be presented to the membership for approval at the first regular meeting of the Rotary year. Until the annual budget is approved, the Treasurer may continue to pay ordinary operating expenses and previously authorized commitments in accordance with the previous year's budget and Board direction.
- 9.2** The Board may amend budget allocations during the Rotary year provided that expenditures remain within available funds and consistent with the purposes approved by the membership. Such amendments shall be reported to the membership.
- 9.3** 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.
- 9.4** Bills are paid by the Treasurer or another authorized officer and approved by two other officers or directors.
- 9.5** The President may authorize unbudgeted expenditures of up to \$500 between Board meetings where such expenditures are necessary for the ongoing operation of the club or the delivery of approved club activities. All such expenditures shall be reported to the Board at its next meeting.
- 9.6** The Board may delegate authority to committees and officers to approve expenditures within approved budget allocations. **The** President may approve expenditures that are consistent with the approved annual budget.
- 9.7** A qualified person, who is not a signing authority on the club's accounts, shall conduct an annual review of the club's financial records and transactions.
- 9.8** Club members will receive an annual financial statement of the club for the prior Rotary year at the annual general meeting. Club members shall also receive a mid-year financial report, including income and expenses of the first six months of the current Rotary year, at a meeting held by May 31.

- 9.9** Any member of the Board who has a direct financial or personal interest in a matter under consideration by the Board shall declare that interest and shall abstain from voting on the matter.
- 9.10** Any member participating in a committee recommendation or decision involving a direct financial or personal interest shall disclose that interest and refrain from participating in the recommendation or decision.

Article 10 Method of Inviting New Members

- 10.1** A member of this club or another club proposes a candidate for membership to the Membership Attraction and Experience Committee.
- 10.2** The Membership Attraction and Experience Committee shall review prospective members and recommend approval or rejection to the Board.
- 10.3** The Board may approve a prospective member by electronic vote between Board meetings.
- 10.4** If approved, the prospective member shall be invited to join the club.
- 10.5** The Board may extend honorary membership, in accordance with the Standard Rotary Club Constitution, to the sitting Mayor of Oromocto, the sitting Member of the Legislative Assembly representing the provincial electoral district that includes Oromocto, the sitting Member of Parliament representing the federal electoral district that includes Oromocto, and the Commander of 5th Canadian Division Support Base Gagetown. Honorary members shall not be required to pay club dues but shall pay the cost of meals when attending club meetings.

Article 11 Corporate Membership

- 11.1** The Board may establish and administer a Corporate Membership Program to encourage participation by local businesses, government organizations, charitable organizations, educational institutions, and other organizations within the community.
- 11.2** A Corporate Membership shall consist of one primary member and may include one or more alternate representatives designated by the participating organization in accordance with Board policy.
- 11.3** The primary member shall be the official member of Rotary International and shall possess all rights and responsibilities of membership, including the right to vote and hold office, unless otherwise provided by the Standard Rotary Club Constitution or Rotary International policies.
- 11.4** Alternate representatives may attend club meetings, fellowship events, service projects, and other club activities on behalf of the participating organization. Alternate representatives may participate in discussion and committee activities but

shall not vote, hold elected office, or be reported as members of Rotary International unless they are separately admitted as individual members.

- 11.5** The Board shall establish policies respecting eligibility, dues, designation and replacement of alternate representatives, and any other administrative requirements necessary for the operation of the Corporate Membership Program.
- 11.6** Participation in the Corporate Membership Program shall at all times comply with the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws, and the Rotary Code of Policies.

Article 12 Rules of Procedure

- 12.1** The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the club and the Board in all cases not specifically provided for in these Bylaws, the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws, or the Rotary Code of Policies.

Article 13 Amendments

- 13.1** These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 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.

DIRECTOR ROLES AND RESPONSIBILITIES

President

The President shall:

- Serve as the chief elected officer of the club.
 - Preside at all meetings of the club and Board.
 - Recommend committee chair appointments to the Board.
 - Recommend the annual budget to the membership.
 - Approve committee membership appointments upon recommendation of the committee chair.
 - Provide leadership and strategic direction to the club.
 - Ensure the club operates in accordance with Rotary policies, the Standard Rotary Club Constitution, and these Bylaws.
 - Serve as an ex officio member of all committees.
 - Represent the club within Rotary and the community.
 - Perform such other duties as ordinarily pertain to the office of President.
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President-Elect

The President-Elect shall:

- Serve as a member of the Board.
 - Assist the President in carrying out their duties.
 - Prepare to assume the office of President.
 - Coordinate planning for the Rotary year during which they will serve as President.
 - Perform duties assigned by the President or Board.
 - Assume the duties of the President when the President is absent or unable to act.
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Immediate Past President

The Immediate Past President shall:

- Serve as a member of the Board.
- Provide continuity and institutional knowledge to support the club's leadership.
- Advise and mentor the President and President-Elect as requested.
- Assist with leadership succession and development.
- Undertake special projects or assignments as requested by the President or Board.
- Perform such other duties as ordinarily pertain to the office of Immediate Past President.

Treasurer

The Treasurer shall:

- Prepare the proposed annual budget in collaboration with the incoming President.
 - Maintain custody of all club funds.
 - Receive, deposit, and disburse funds as authorized by the Board.
 - Maintain accurate financial records.
 - Present regular financial reports to the club and Board as required by these bylaws and the Standard Rotary Club Constitution, and as requested by the President or the Board.
 - Prepare financial information required for annual reporting.
 - Ensure club financial obligations are met in a timely manner.
 - Perform such other duties as pertain to the office of Treasurer.
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Secretary

The Secretary shall:

- Maintain club records and official documents, including in My Rotary / Club Runner as required.
- Record and retain minutes of club and Board meetings, and distribute draft minutes to the Board promptly following each meeting of the club or Board.
- Manage club correspondence.
- Maintain membership records and required Rotary reporting.
- Issue notices of meetings when required by the Board or President.
- Preserve historical and governance records of the club.
- Perform such other duties as pertain to the office of Secretary.

Chairs of Standing Committees

The chairs of standing committees shall:

- Recruit and organize committee members, normally consisting of at least two additional club members.
- Recommend committee appointments to the President for approval.
- Provide leadership and direction to their respective committees.
- Convene committee meetings as required to carry out the committee's responsibilities.
- Encourage participation and engagement among committee members.
- Develop and implement plans consistent with the club's goals and priorities.
- Keep the Board informed of committee activities, recommendations, and progress.
- Present concise reports to the club as requested.
- Manage committee resources and budgets in accordance with Board direction.
- Ensure committee activities are conducted in accordance with Rotary policies, the Standard Rotary Club Constitution, and these Bylaws.
- Perform such other duties as may be assigned by the President or Board.

STANDING COMMITTEE MANDATES AND RESPONSIBILITIES

Membership Attraction & Experience Committee

Mandate:

Grow the club by creating an exceptional guest and member experience from first contact to long-term engagement.

Responsibilities:

- Recruit new members through personal invitations, community presence, and guest-friendly meetings.
- Assign a “host Rotarian” for every guest and ensure warm, immediate welcome.
- Manage guest follow-up within 48 hours.
- Oversee onboarding, mentorship, and new member integration.
- Monitor membership growth, attendance trends, and retention. Attendance will be tracked for statistical purposes only—there is no minimum attendance requirement for members.
- Ensure meetings feel energetic, purposeful, and aligned with club identity.

Fellowship and Club Administration Committee

Mandate:

Strengthen relationships and build a sense of belonging through meaningful, enjoyable social experiences.

Responsibilities:

- Plan quarterly social events (brewery nights, bowling, patio nights, campfires, etc.).
- Support the President in creating a warm, friendly meeting atmosphere.
- Encourage informal gatherings that deepen friendships.
- Coordinate family-friendly events to include partners and children.
- Promote a culture of fun, laughter, and connection.
- Assist with meeting logistics, special events, and fellowship activities.

Rotary Foundation and Paul Harris Recognition Committee

Mandate:

Promote understanding and support of the Rotary Foundation while delivering a professional, inspiring annual Paul Harris recognition event that celebrates service, generosity, and Rotary values.

Responsibilities:

- Promote awareness of the Rotary Foundation and its programs throughout the year.
- Educate members about Rotary Foundation initiatives, including PolioPlus, peacebuilding, clean water projects, scholarships, disaster response, and grants.
- Encourage voluntary support of the Rotary Foundation and participation in Foundation programs.
- Coordinate Rotary Foundation Month activities and presentations.
- Work with the Board to identify opportunities for local, national, and international projects that align with Rotary Foundation priorities.
- Manage the nomination and selection process for Paul Harris recipients.
- Maintain records of Paul Harris Fellows, Major Donors, Bequest Society members, and other Rotary Foundation recognitions associated with the club.
- Plan the annual Paul Harris Recognition Dinner, including the program, venue, invitations, guest speakers, and event logistics.

Public Image & Social Media Committee

Mandate:

Increase Rotary's visibility by telling compelling stories of impact, service, and fellowship.

Responsibilities:

- Manage the club's Facebook Page and internal Facebook Group.
- Maintain and update the club's website.
- Share photos, videos, and stories that highlight impact, not just activities.
- Promote meetings, events, and community partnerships.
- Support the Membership Attraction and Experience Committee by showcasing guest-friendly culture.
- Maintain consistent branding aligned with Rotary International guidelines.
- Capture before/after photos of projects and spotlight member stories.

Service, Impact, Youth and Fundraising Committee

Mandate:

Lead fundraising efforts and recommend investments of time and money in service initiatives that create meaningful local, national, and international impact while aligning with the club's stated priorities and values.

Responsibilities:

- Plan high-impact fundraisers to reduce member fatigue.
- Recommend fundraising initiatives to the Board for approval and coordinate approved fundraising activities.
- Review and evaluate requests for financial support using established club priorities and funding criteria.
- Identify and recommend opportunities for local, national, and international service initiatives.
- Identify, develop, and support opportunities that benefit youth, including leadership development, recognition programs, scholarships, mentorship, and partnerships with youth-serving organizations. Ensure one member of the committee is appointed as the club's "Youth Representative".
- Recommend funding allocations and project support to the Board.
- Evaluate the impact of funded initiatives and recommend improvements.
- Coordinate hands-on service projects where appropriate.
- Promote Rotary Foundation initiatives and other Rotary-supported projects that align with the club's mission.
- Track fundraising results, service activities, and project outcomes.
- Report impact back to the club through stories, updates, and measurable results.
- Ensure members understand how funds raised translate into meaningful community and humanitarian impact.