



## Bylaws

### Article 1 Election of Directors, Officers and Auditors

**Section 1** — At a regular meeting not less than one month prior to the annual general meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, and 1-5 members of the Board of Directors. 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 general meeting. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Directors receiving a majority of the votes shall be declared elected as Directors. The president elected in such balloting shall be the president-nominee and serve as a member of the Board for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

**Section 2** — One Auditor and one deputy Auditor shall be elected at the meeting for election and each auditor shall serve until the next succeeding meeting for election.

**Section 3** — The officers and Directors, so elected, together with the immediate past president shall constitute the Board of Directors. After their election, the Board of Directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

**Section 4** — A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

**Section 5** — A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

### Article 2 Board of Directors

The governing body of this club shall be the Board of Directors consisting of 6-10 members of this club, namely, 1-5 Directors elected in accordance with article 1, section 1 of these bylaws, the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

### Article 3 Duties of Officers

**Section 1** — *President.* It shall be the duty of the president to preside at meetings of the club and Board and to perform such other duties as ordinarily pertains to the office of president.

**Section 2** — *President-elect and Vice-President.* It shall be the duty of the president-elect to serve as a member of the Board of Directors of the club and to perform such other duties as



## Helsinki International Rotary Club

may be prescribed by the president or the Board. It shall be the duty of the vice-president to preside at meetings of the club and Board in the absence of the president and to perform such other duties as ordinarily pertains to the office of vice-president.

**Section 3 — Secretary.** It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary 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, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of secretary.

**Section 4 — 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, and to perform such other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

**Section 5 — Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the Board.

### Article 4 Meetings

**Section 1 — Annual General Meetings.** An annual general meeting of this club shall be held with due notice in each year in November, at which time the election of officers and Directors to serve for the ensuing year and approval of annual report, financial statement, auditor's report and resolution on discharge shall take place. An extraordinary general meeting of this club shall be held with due notice in June, at which time approval of activity and budget plans, admission fee and membership due shall take place.

**Section 2 — The regular weekly meetings** of this club shall be held on Mondays at 11.30. 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 8, sections 3 and 4 of the standard Rotary 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 members 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 standard Rotary club constitution, article 8, sections 1 and 2.

**Section 3 —** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.



## Helsinki International Rotary Club

**Section 4** — It is recommended that *Regular meetings of the Board* shall be held once a month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5** — A majority of the Board members shall constitute a quorum of the Board.

### Article 5 Fees and Dues

**Section 1** — *The admission fee* shall be paid before the applicant can qualify as a member.

**Section 2** — *The membership dues* shall be paid annually before the first day of July. New members shall pay a full membership due when joining the club during the first half of Rotary Year and a half membership due when joining during the second half of the Rotary Year.

### Article 6 Method of Voting

The business of this club shall be transacted by *show of hands* except the election of officers and Directors, which shall be *by ballot*.

### Article 7 Committees

#### Section 1 — General

(a) The president shall, subject to the approval of the Board, appoint the following standing committees:

Club Service committee

Vocational Service committee

Community Service committee

International Service committee

(b) The president shall, subject to the approval of the Board, also appoint such committees on particular phases of club service, vocational service, community service, and international service as deemed necessary.

(c) The club service committee, vocational service committee, community service committee, and international service committee shall each consist of a chairman, who shall be named by the president from the membership of the Board, and not less than two (2) other members.

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

(e) Each committee shall transact such business as is delegated to it in the bylaws 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 to the Board and approved by the Board.

(f) The president may appoint one or more committees dealing with various aspects of club's special activities, which, depending on their respective responsibilities may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable with the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.



## **Section 2 — Club Service Committee.**

- (a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.
- (b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.
- (c) The president shall, subject to the approval of the Board, appoint the following committees on particular phases of club service:
- Club information committee
  - Fellowship and Rotary information committee
  - Membership and classifications committee
  - Weekly Program committee
- (d) The president shall appoint the president-elect to oversee and coordinate the work of the classifications, membership and Rotary information committees.
- (e) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.
- (f) The membership and classifications committee and the Fellowship and Rotary information committee shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.

## **Section 3 — Community Service Committee.**

- (a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chairman of the community service committee and the chairmen of all committees appointed on particular phases of community service.
- (c) The president shall, subject to the approval of the Board, appoint the following committees on particular phases of community service:
- Human development committee
  - Community development committee
  - Environmental protection committee

## **Article 8 Duties of Committees**

**Section 1 — Club Service Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the Board on all club service activities.

- (a) *Club Information Committee.* This committee shall endeavour, through the publishing of a weekly club bulletin and web -pages, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous



## Helsinki International Rotary Club

meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program. The committee shall apply modern technology, email, mobile and Internet services, in distributing information to club members.

(b) *Fellowship Activities Committee*. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities and parties, and do such work in pursuance of the general object of the club as may be assigned by the president or the Board.

(c) *Rotary Information Committee*. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary and Rotary Foundation at all levels; and oversee the orientation of new members during their first year in the club.

(d) *Membership Committee*. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board.

(e) *Classifications Committee*. This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classification represented in the club; and shall counsel with the Board on all classification problems.

(f) *Weekly Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

**Section 2** — *Vocational Service Committee*. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

**Section 3** — *Community Service Committee*. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

(a) *Human Development Committee*. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community, the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(b) *Community Development Committee*. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in working to make the community a better place in which to live by improving the physical condition of the community and its facilities.

(c) *Environmental Protection Committee*. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.



## Helsinki International Rotary Club

**Section 4 — *International Service Committee.*** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service and youth exchange in particular. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service and youth exchange.

### Article 9 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 operates 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 except that absence authorized under the provisions of article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

### Article 10 Finances

**Section 1 —** The treasurer shall deposit all funds of the club in a bank to be nominated by the Board.

**Section 2 —** Only the treasurer shall pay all bills. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

**Section 3 —** Officers having charge or control of funds shall be responsible to the Board for the safe custody of the funds of the club.

**Section 4 —** The fiscal year of this club shall extend from 1 July to 30 June. The membership dues of the club shall be paid annually by 1 July. The payment of per capita dues and magazine subscriptions to RI shall be made by 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Section 5 —** Before the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been approved by the extraordinary general meeting, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

### Article 11 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 for the time being confidential except as otherwise provided in this procedure.



## Helsinki International Rotary Club

**Section 2** — The Board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

**Section 3** — The Board shall ask the membership committee for its opinion and consideration about the proposal. The Board shall approve or disapprove the proposal within 60 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 president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

### Article 12 Resolutions

The club shall consider no resolution or motion to commit this 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 13 Order of Business at Regular Meetings

Meeting called to order.  
Introduction of visiting Rotarians, guests, guest speaker and raffle.  
Welcome song.  
Recognition of members' birthdays.  
Banner exchange.  
Correspondence and announcements.  
Committee reports if any.  
Speech of guest speaker or Fellow Rotarian.  
Adjournment.

### Article 14 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds majority vote majority of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such



## Helsinki International Rotary Club

meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

### **Article 15 Club Policy**

The Board shall decide and implement more detailed instructions not inconsistent with the Constitution and the Bylaws of the club.