



Club Bylaws for the Rotary Club of Estoi Palace International

The Rotary Club of Estoi Palace International is a member of Rotary International.

The Club is regulated by the following:-

- i) The current edition of **The Rotary Club Constitution** as issued by Rotary International and applicable to all Rotary Clubs.
- ii) The current edition of **The Rotary Club Bylaws** as issued by Rotary International except where these Bylaws have been specifically excluded or amended by these Club Bylaws.

For **Rotary Club Constitution** and recommended **Rotary Club Bylaws** as issued by Rotary International see <https://www.rotary.org/myrotary/en/governance-documents>.

- iii) **These Bylaws** have been specifically developed for the Rotary Club of Estoi Palace International and shall apply only to this Club.
1. **Board.** The governing body of this Club shall be the Board of Directors. The Board will consist of five members of the Club, namely the President, the immediate Past President, President Elect, Secretary and Treasurer, one of which, but not the President, will be nominated as the Club Vice President by a simple majority of the Board. Other members may be co-opted onto the Board.

All members of the Club have the right to be notified of and attend all Board meetings as non-participating observers. Observers may be invited by the President to speak, or individual members may be requested to attend Board meetings to present specific information. When deemed necessary by the President, part of the meeting may be closed to observers during discussions of a sensitive nature.

It is expected that Committee Chairs will keep the Board informed of on-going activities.

2. **Meetings. Annual General Meeting.** An Annual General Meeting of the Club shall be held not later than 31st December of each year. The agenda shall include:

- 1) To elect the Chairman for the meeting
- 2) To read and accept the Notice convening the meeting
- 3) To read and approve the Minutes of the previous AGM
- 4) To receive and consider the Annual Report of the President
- 5) To receive and consider the Annual Financial Report of the Treasurer
- 6) To receive and consider the Honorary Auditor's statement
- 7) To approve the Annual Financial Report
- 8) To receive the Board's recommendations for annual subscriptions, fees and dues for the Rotary year commencing on the following 1st July
- 9) To elect Board members and Committee Chairmen for the Rotary year commencing on the following 1st July
- 10) To appoint an Honorary Auditor for the Rotary year commencing on the following 1st July
- 11) Any Other Business

Extraordinary General Meetings can be called by the Board as necessary subject to appropriate notice. At least one third of the active members may request the calling of an Extraordinary General Meeting to discuss and vote upon any matter they collectively consider appropriate.

Club Assembly will usually be held towards the end of May each year. The purpose of the Club Assembly is for members to review the forward plans for the upcoming Rotary year put forward by the Board and Committee Chairs

Regular **weekly meetings** will be held on Tuesdays, opening at 13:00. Weekly meetings can be re-arranged to other days and times where the board consider it appropriate or necessary. Business meetings will be held at intervals as required. There will normally be no meetings on a Portuguese public holiday but a simple majority of members attending a prior regular weekly meeting can agree to hold a meeting on a Portuguese public holiday.

3. **Fees and Dues.** The level of fees and dues shall be decided by the members of the Club at the Annual General Meeting. Prior to the semi-annual dues payment deadline, the Secretary will note in regular meeting minutes that all dues must be received by the end of the following month (July and January.)

4. Club Committee Structure. There are 2 types of committees:

The main committees are for each of Rotary's 5 Avenues of Service:

- **Club Administration**
- **Community Service**
- **Vocational Service**
- **International Service and Rotary Foundation**
- **Youth Service**

The other committees are:

- **Election** (chaired by the President Elect) – responsible for recommendations for elected positions.
- **Membership** – responsible for all aspects of the recruitment, introduction and classification of new members.
- **Public Relations** – responsible for all aspects of external communications
- **Portuguese Rotary Foundation** – responsible for liaison with the Portuguese Foundation office

5. Nomination of Board and Committee Chairmen. The Election Committee, chaired by the President Elect, will be responsible for proposing nominations for Board members and appropriate deputies, the Chairmen of all Club committees and the Honorary Auditor. The proposed nominations will be presented to the Board and proposed at the AGM for election.

The thus elected Chairmen of all committees shall nominate to the Election Committee at least 3 members to serve on their respective committee, including a Deputy to head the committee in the chairman's absence. The President Elect will announce committee members' names at a weekly meeting.

Any member of the club with the support of at least three other members may also request that they be put up for election for any of the posts being voted upon.

Any committee may appoint sub committees within the committee for specific purposes.

The Board may form additional committees it feels appropriate for specific projects.

The President is an ex officio member of all committees and shall be notified of scheduled committee meetings.

6. **Finance.** The Treasurer may pay up to the value of euro 2,000 on sole signature. For sums in excess of euro 2,000, the signature of two other Board member additionally is required.

7. **Method of Electing Members.**

A prospective member shall be introduced by an active member (Sponsor) as a prospective member. The prospective member will be asked to complete the application form which is distributed to all current members for comment. Subsequently the prospective member will be asked to attend three preferably consecutive meetings.

Current members will then be asked for further comment before the prospective member is interviewed by the Membership Committee. The Membership Committee will then consider and if in favour the formal application will be presented to the Board. If the Board supports the recommendation of the Membership Committee then the applicant will be invited to join as a member.

A separate document (Membership Induction Process) is available to elaborate the admission process for electing members.

8. **Distribution of Club information.** Information generated within the Club (e.g. weekly minutes, notes, committee minutes, projects details etc) shall be distributed by email to all members and shall be published on the club's web site.

9. **Distribution of information from the Board.** Board decisions will be summarised by the President during the weekly Club meeting following the date of the board meeting and a copy of the approved minutes of the board meeting will be published on the club's web site.

10. **Incoming information.** The Club Secretary will present a summary of any relevant information received at the weekly club meeting.

11. **Notice of decisions.** For matters requiring decisions by the members, at least 14 days' notice of the Extraordinary General Meeting must be given, unless all members waive the notice period.

12. **Attendance.** To reflect the residential situation of members, attendance obligations will be monitored on merit rather than on the strict attendance rule. Members with a combined total of age and membership years of at least 85 shall be excused any obligation as to attendance.

Attendance make-ups/credits are outlined in Article 9, Section 1 of the current edition of The Rotary Club Constitution as issued by Rotary International with the following

stipulation to (a) (6) – Attendance make-ups/credits will be given if the member ‘attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned.’ Such a meeting will only be considered authorized if (a) notice of the meeting is made in sufficient time for the President to attend, if so desired and (b) if the Minutes are submitted to the Secretary.

13. **Conduct at meetings.** The President, or nominated deputy, will chair all the meetings and be responsible for all proceedings. The Secretary or an appointed person will take the minutes of the meeting which shall be offered for approval at a subsequent meeting and distributed by email to all members.

The meetings will be held in English. As a courtesy to all, members are encouraged to also converse during the meeting in English.

14. **Voting rights.** For meetings, other than Board meetings, where a previously announced vote is to be taken, a member may vote by post, email or fax. Proxies are not accepted. The vote must be in writing and sent to the Club Secretary at least 24 hours before the date of the meeting at which the voting will take place. The club will apply a simple majority vote of members present and voting. A deciding vote, if required, may be exercised by the Chairman of the meeting.

15. **Archive.** All relevant material will be archived electronically, with regular electronic hard storage backup. The Annual Report will be kept in its original form and stored by the Secretary.

16. **Visiting Rotarians and guests.** Rotarians from other clubs are free to visit our Club. Non-Rotarian guests must be accompanied by a Rotarian. Non-Rotarians do not attend meetings involving Club Business or General Meetings. Rotarians should be discouraged from visiting on Club Business or General Meetings.

17. **Review of Bylaws.** These Bylaws may not be altered or revised unless with the approval of two thirds of members present and voting at a General Meeting. The Bylaws will be reviewed as and when deemed necessary by the Board and members. The Secretary shall maintain a file of Board Resolutions which may be considered for inclusion during subsequent reviews of the Bylaws.

March 2014