



## Club Bylaws for Estoi Palace International Rotary Club

**Estoi Palace International Rotary Club** 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 – for **Rotary Club Constitution**, see [http://www.rotary.org/RIdocuments/en\\_pdf/constitution\\_club.pdf](http://www.rotary.org/RIdocuments/en_pdf/constitution_club.pdf)
  - 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 recommended **Rotary Club Bylaws**, see [http://www.rotary.org/RIdocuments/en\\_pdf/bylaws\\_club.pdf](http://www.rotary.org/RIdocuments/en_pdf/bylaws_club.pdf)
  - iii) **These Bylaws** that have been specifically developed for the Estoi Palace International Club 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. The Master of Ceremonies may be co-opted onto the Board as a non-voting member.
- 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.
2. **Meetings. Annual General Meeting.** An Annual General Meeting of the Club shall be held not later than 31<sup>st</sup> 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 1<sup>st</sup> July
- 9) To elect Board members and Committee Chairmen for the Rotary year commencing on the following 1<sup>st</sup> July
- 10) To appoint an Honorary Auditor for the Rotary year commencing on the following 1<sup>st</sup> July
- 11) Any Other Business

Other **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.

Regular **weekly meetings** will be held on Tuesdays, opening at 13:00. Business meetings will be held at intervals of at least quarterly. 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. Weekly meetings can be re-arranged to other days and times where the board consider it appropriate or necessary.

3. **Fees and Dues.** The level of fees and dues shall be decided by the members of the Club at the Annual General Meeting. New Rotarians will be required to pay an admission fee. 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:
  - Club Administration Committees –
    - 1) Election Committee (chaired by the President Elect) – responsible for recommendations for elected positions.
    - 2) Programme Committee – responsible for organising speakers for the weekly meetings.
    - 3) Membership Committee – responsible for all aspects of the recruitment, introduction and classification of new members.
  - Service Committees for each of Rotary's 4 Avenues of Service –
    - 1) Club Service (usually chaired by the Master of Ceremonies)
    - 2) Community Service (usually chaired by the President Elect)
    - 3) Vocational Service
    - 4) International Service
5. **Nomination of Board and Committee Chairmen.** The Election Committee, chaired by the President Elect, will be responsible for suggesting nominations for Board members and appropriate deputies, the Chairmen of all Club committees and the Honorary Auditor. The suggested nominations will be presented to the Board for comment and consideration 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 by the 1<sup>st</sup> April.

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.

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 one other Board member additionally is required.
7. **Method of Electing Members.** A prospective member shall be introduced by an active member ("Proposer") as a prospective member. The prospective member should attend at least 3 meetings, preferably consecutively. At an early date, the Membership Committee Chairman will ask the prospective member to make a 2 minute presentation of his professional life and qualifications. Members should express any reservations on the candidate to the Membership Committee Chairman before the meeting of the Membership Committee.

At the end of the initial phase, the prospective member shall submit a formal application to the Membership Committee Chairman and shall be 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, the application will be presented at a weekly meeting. A further period of 1 week will then elapse and, if no member has declared a negative view, the applicant will be invited to join as a member. A separate document is available to members and prospective members 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. Especially sensitive information may be held back from distribution.
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 two weeks' 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 50% 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 at [http://www.rotary.org/RIdocuments/en\\_pdf/constitution\\_club.pdf](http://www.rotary.org/RIdocuments/en_pdf/constitution_club.pdf), 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 days or General Meetings. Rotarians should be discouraged from visiting on Club business days 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.

27<sup>th</sup> April 2010