

SCHEDULE A

Bylaws of the Rotary Club of Oak Bay, Victoria, British Columbia, Canada, Society

Article I: Office

The office of the club shall be in Oak Bay, British Columbia, at the place designated by the board of directors.

Article II: Seal

Section 1-The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

Section 2-The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

Article III: Directors and Officers

Section 1-The governing body of this club shall be a board of directors to be constituted as the bylaws of the club may provide.

Section 2-Except as herein otherwise specifically provided the decision of the board in all club matters shall be final, subject only to an appeal to the club. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the board to the club. On such appeal the decision appealed from shall be reversed only by a 75 per cent vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five (5) days previous to such meeting.

Article IV: 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 not less than four 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 meeting. The candidates

for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four or more candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall serve as a member of the board as president-elect 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 the year of service on the board as president-elect.

Section 2-The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Before the end of March following their election the board of directors-elect shall meet and elect some member of the club to act as Sergeant-at-Arms.

Section 3-A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4-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.

Section 5-Each officer and each director shall be an active member in good standing of this club.

Article V: Board of Director

The governing body of this club shall be the board of directors consisting of not less than nine members of this club, namely, four or more directors elected in accordance with article IV, section 1, of these bylaws and, the president, president-elect, secretary, treasurer, and the immediate past president.

Article VI: 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 pertain to the office of president.

Section 2-*President-Elect.* 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 may be prescribed by the president or the board.

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 semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, 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 immediately following 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 same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain 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. The Sergeant-at-Arms shall be an ex officio member of the board and, as such shall have all the rights of attendance and participation, except that the Sergeant-at-Arms shall not have the right to vote as a board member.

Article VII: Meetings

Section 1-Annual Meeting. An annual meeting of this club shall be held not later than the 31st Day of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2-The regular weekly meetings of this club shall be held on Tuesday at 12:15. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VII, section 3 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 member's 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.

Section 3-One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. However, a quorum shall never be less than 3 persons.

Section 4-Regular meetings of the board shall be held monthly as established by the board from time to time. 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 VIII: Fees and Dues

Section 1-The admission fee shall be as established by the board from time to time to be paid before the applicant can qualify as a member.

Section 2-The membership dues shall be as established by the board from time to time per annum, payable semiannually on the first day of July and of January, with the understanding that six dollars (US\$6.00) of each semiannual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

Article IX: Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot.

Article X: Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article XI: Committee

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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. Standing committees should be appointed as follows:

A. Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

B. Club Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

C. Club Administration

This committee should conduct activities associated with the effective operation of the club.

D. Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

E. The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

F. Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these 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 and approved by the board.
- (c) 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.

Article XII: 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 service project committee 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 XIII: 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.

Article XIV: Finances.

Section 1-The treasurer shall deposit all funds of the club in some chartered bank to be named by the board.

Section 2-All bills shall be paid only by cheques signed by the president or the treasurer and one of the past-president, president-elect, or secretary upon vouchers signed by any members. A thorough audit by a 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 give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4-The fiscal year of this club shall extend from July 1st to June 30th.

Section 5-At 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 agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Article XV: Borrowing

Subject to the provisions of the society act, the club may borrow monies only on the authority of a majority vote of the members present at a special general meeting of the club.

Article XVI: Membership

Section 1- *General Qualifications.* This club shall be composed of adult persons of good character and good business or professional reputation.

Section 2-*Kinds.* This Rotary club shall have two kinds of membership, namely: active, and honorary.

Section 3-*Active membership*

(a) A club shall be composed of active members who are adult persons of good character and good business and professional reputation,

- (i) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (ii) hold an important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
- (iii) having retired from any position listed in sub-subsection (i) or (ii) of this subsection and having their places of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to stay active in the same classification. If a member retires, or a member with three or more years of service changes residence or place of business so that the member no longer meets the foregoing locality requirements, the club may continue the member's membership without change of classification.

(b) The club shall have a well-balanced membership in which no one business or profession predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10% of the club's active membership. Members who are retired shall not be included in the total number of members

from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Section 4-*Transferring memberships*

A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession in the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits.

Section 5-*Dual Membership.*

No person shall simultaneously hold active membership in more than one club. No person shall simultaneously be a member and an honorary member in the club. No person shall simultaneously hold active membership in the club and membership in a Rotaract club

Section 6-*Honorary Membership*

(a) Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in the club. The term of such membership shall be in accordance with Article XX Section 2(b) of these by-laws.

(b) Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of this club is entitled to any rights or privileges in any other club.

Section 7-*Public Office.*

(a) Persons elected or appointed to public office for a specified time only shall not be eligible to active membership in this club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

(b) An active member in this club who is elected or appointed to public office for a specified period may during the period in which such office is held continue as such active member in the club under the classification represented immediately prior to such election or appointment.

Section 8- *Rotary International Employment.* This club may retain in its membership any member thereof who enters the employment of RI, so long as such member remains in such employment.

Article XVII: Classifications

Section 1-*General Provisions.*

(a)*Principal Activity.* Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.

(b)*Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 - *Limitations.* This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article XVIII: Attendance

Section 1- Every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if such member is present for at least 60% of the time devoted for the regular meeting or makes up for an absence in any of the following ways:

- (a) If at any time within 14 days before or after the usual time for that meeting such member
 - (i) attends at least 60% of the time devoted for the regular meeting of another club or of provisional club, or
 - (ii) by direction of this club, attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or of a provisional Rotaract or Interact club or Rotary Village Corps, or
 - (iii) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board, the president acting for the board of RI, a Rotary multizone conference, a RI committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of RI, any Directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs, or
 - (iv) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at the time and place, or

- (v) except that where a member is traveling outside the member's country of residence for a period exceeding fourteen days, the time restriction shall not be imposed by this subsection inasmuch as a member may attend meetings in another country at any time during the period of travel, and each such attendance shall count as a valid make-up for any regular meeting missed at this club during the member's time abroad, or
- (vi) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
- (vii) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

(b) If, at the time of such meeting a member is

- (i) traveling with reasonable directness to or from one of the meetings mentioned in paragraph paragraph (a) (iii) of this section, or
- (ii) on Rotary business serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation, or
- (iii) on Rotary business serving as the special representative of the district governor in the formation of a new club, or
- (iv) on Rotary business in the employ of RI, or
- (v) directly and actively engaged in a district-sponsored or a RI or Rotary Foundation sponsored service project in a remote area where the opportunity for making up attendance is completely impossible, or
- (vi) engaged in Rotary business duly authorized by the board of this club if this precludes attendance at a meeting of this club.

Section 2 - Notice of Make-up. In the cases set out in subsection (a) (ii), (a) (iii) or subsection (b) of section 1 of this article, the member shall only be counted as being in attendance if notice of the fact is given by the member personally to the club. In the cases set out in subparagraphs (a) (i) and (iv), such notice may be given by the member personally or by the secretary of the club visited.

Section 3 – Excused Absences. A member's absence shall be excused if

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 – RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5 – Attendance Records. Any member whose absences are excused under the provisions of sections 3 or 4 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

Article XIX: Method of Electing Members (For All Kinds of Membership)

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. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

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 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 favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) 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 the assimilation of the new member.

Article XX: Duration of Membership

Section 1-Period. Membership shall continue during the existence of the club unless terminated as hereinafter provided.

Section 2 - How Terminated.

- (a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership

except that

- (i) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;

(ii) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

Section 3-How to Rejoin. When the membership of an active member has terminated as provided in the foregoing section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, a second admission fee shall not be required.

Section 4 - Termination - Non-Payment of Dues.

(a) Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership shall automatically terminate.

(b) Such former member, at the discretion of the board, may be reinstated to membership upon the former member's petition, and upon the payment of all indebtedness to the club, provided that no former member can be reinstated to active membership if the classification of the former member has been filled.

Section 5 - Termination - Non-Attendance.

(a) Each member, other than an honorary member of this club, must

- (i) attend or make up at least sixty (60%) percent of club regular meetings in each half of the Rotary year;
- (ii) attend at least thirty percent of the regular meetings of this club in each half of the Rotary year.

If such a member fails to attend as required above, that person's membership shall automatically terminate unless the board consents to such non-attendance for good and sufficient reason.

(b) The membership of any member, other than an honorary member, of this club shall automatically terminate if, without the consent of the board for good and sufficient reason, the member fails to attend or make up four consecutive club meetings.

Section 6-Termination for Other Causes.

(a) **Good Cause.** The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.

(b) **Notice.** Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to

submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) **Filling Classification.** When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

Section 7- Right to Appeal, Mediate or Arbitrate Termination.

(a) **Notice.** Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 15.

(b) **Date for Hearing of Appeal.** In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) **Mediation or Arbitration.** The procedure utilized for mediation or arbitration shall be as provided in article 15.

(d) **Appeal.** If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) **Decision of Arbitrators or Umpire.** If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(f) **Unsuccessful Mediation.** If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 8 - The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

Section 9 -Resignation. The resignation of any member from the club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the club has been paid.

Section 10-Property Interest - Forfeiture of Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

Section 11-Good Standing. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Article XXI: Community, National, and International Affairs

Section 1- Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2-No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – Non-Political.

(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 – Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article XXII Arbitration and Mediation

Section 1 – Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 – Date for Mediation or Arbitration. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 – Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of Rotary International or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either

party through the president or secretary may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation*. If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 – Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 – Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article XXIII: Order of Business

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XXIV: Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a 75 per cent vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least fourteen days before such 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 XXV: Interpretation

Section 1-(a) In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

(b) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

Section 2-Words importing the singular include the plural and vice versa, and words importing the male person include the female person and a corporation.