

**SPECIAL RESOLUTION
OF THE MEMBERS OF
THE ROTARY CLUB OF LETHBRIDGE SUNRISE
(HEREINAFTER THE "CLUB") PASSED AT A MEETING
CALLED FOR THAT PURPOSE UPON 21 DAYS' NOTICE AND
HELD SEPTEMBER 27, 2012**

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS OF THE CLUB THAT:

1. The Bylaws of the Club filed with the Office of the Registrar of Corporations, Province of Alberta on August 22, 2005 be and are hereby rescinded.
2. The Bylaws of the Club in the form attached hereto as Schedule "A" be and are hereby adopted.
3. The Bylaws attached as Schedule "A" be submitted to the Office of the Registrar of Corporations, Province of Alberta, for registration.

THE UNDERSIGNED, BEING THE SECRETARY OF THE ROTARY CLUB OF LETHBRIDGE SUNRISE, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF A RESOLUTION OF THE ROTARY CLUB OF LETHBRIDGE SUNRISE PASSED AT A SPECIAL MEETING ON SEPTEMBER 27, 2012.

DATED: Sep 26, 2012



SECRETARY - CAROL KUNDRIK

SCHEDULE A

Bylaws of the Rotary Club of Lethbridge Sunrise

DEFINITIONS

1. In this document, the following words shall have the meanings assigned to them:
 - a. Board – the Board of Directors of the Rotary Club of Lethbridge Sunrise;
 - b. Officer – a member of the Club holding the office of President, President-Elect, Secretary, Treasurer, or Sergeant-at-arms;
 - c. Club – the Rotary Club of Lethbridge Sunrise;
 - d. Member – a member of the Rotary Club of Lethbridge Sunrise;
 - e. Rotary Year – in any given year the period commencing July 1 and continuing until June 30 of the following year;
 - f. Special Resolution-a resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been given and by a vote of not less than 75% of those members entitled to do so. If all members entitled to attend and vote at the meeting agree, the vote may be taken on less than 21 days' notice or, if the resolution is consented to in writing by all members who would have been entitled to vote on the resolution so agree.

MEMBERSHIP

2. A proposal for membership in the Club may be made by any current Member in good standing. The proposal must include the name, address, occupation, and business address of the proposed member. It must also include the name of the Member offering the proposal.
3. The Board shall receive the proposal and, if acceptable upon review, forward the information contained in the proposal to the club membership. Members shall have 10 days to present to the board any objection to admission of the proposed member.
4. If no objection is received, the proposed member shall be accepted and inducted to the club.
5. If an objection is received by the Board, the objection shall be duly considered by the Board at its next meeting. The objecting Member will be advised of the date the objection is to be considered and may speak to the matter before the Board. Any decision to accept or reject the proposed member by the Board is final.
6. Every Member has the right to attend meetings of the Club and the Board.
7. Every member in good standing has the right to cast a vote at the annual general meeting, Gen., special, or regular meeting of the club.
8. No officer, director or member of the club shall receive any remuneration for his/her services.
9. To be in good standing with the Club, each Member must pay any dues as assessed by the Club from time to time and maintain an average of 50% attendance at the meetings of the Club or such other meetings connected with Rotary International as may be deemed acceptable to the Secretary.
10. A Member may withdraw from membership at any time upon written notice to the Secretary.
11. A Member may request a leave of absence. Any such request shall be considered by the Board and the Board's decision to grant or not shall be final.

BOARD OF DIRECTORS

12. The governing body of the Club shall be the Board of Directors consisting of at least five members, namely, the President, President-Elect, Secretary, Treasurer, immediate Past President.
13. The President-Elect shall serve a one-year term and in the following year shall serve as President. Thereafter he/she shall serve an additional year as past president.
14. The Secretary and Treasurer shall each serve two-year terms, such terms expiring in alternate years.
15. The Club may elect such additional Directors as it deems necessary and in the best interests of the Club. Each additional Director shall serve a one-year term.
16. Any Director or Officer, upon a majority vote of all Members in good standing, may be removed from office for any cause which the Club may deem reasonable.
17. It shall be the duty of the President to preside at all meetings of the Club and Board, and to perform such other duties as ordinarily pertain to the office of President. The President shall serve as ad hoc member of all committees.
18. The President-Elect shall preside at meetings of the Club and Board where the President is not present. The President-Elect shall perform such other duties as may be prescribed by the President or the Board.
19. It shall be the duty of the Secretary to undertake, or cause to be undertaken the following duties:
 - a. to keep records of membership and attendance;
 - b. to send out notices of meetings of the Club and Board;
 - c. to take and preserve the minutes of all meetings of the Club and Board;
 - d. to file such reports with Rotary International as may be required from time to time;
 - e. to file such reports with Rotary International District 5360 as may be required from time to time;
 - f. to perform such other duties as usually pertain to the office of Secretary
20. It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the club annually and at such other times as may be required or demanded, and to perform such other duties as pertain to the office of Treasurer.
21. Upon expiration of any Officer's term of office, all records, funds, books of account, or any other club property shall be delivered to the incoming Board or to the President.
22. The Board may establish such committees as it deems fit for the efficient operation of the Club. Any member in good standing may serve as a member of any committee.
23. The Board shall meet at least nine times in the Rotary year.

ELECTION OF OFFICERS AND DIRECTORS

24. At a regular meeting of the Club at least four weeks prior to the Annual General Meeting, the presiding officer shall ask for nominations by Members of the Club for officers and directors. Nominations may be presented by a nominating committee, or by Members from the floor, by either or by both.

25. The nominations duly made shall be placed on the ballot in alphabetical order under each office and shall be voted for at the Annual General Meeting. The candidates for President-Elect, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving a majority of the votes shall be declared elected as directors.
26. The Officers and directors selected, together with the incoming President and immediate Past President , shall constitute the Board of Directors, commencing on July 1 following the date of election.
27. Vacancy in the Board shall be filled by action of the remaining members of the Board.
28. Any Member in good standing shall be eligible to hold any office in the Club.

MEETINGS

29. An Annual General meeting of the Club shall be held no later than the second regular meeting in December of each year, at which time the election of Officers and Directors to serve on the Board for the following year shall take place.
30. General meetings of the Club may be called at any time by the Secretary upon the instructions of the President or Board
31. A Special meeting may be called by the President or Secretary upon receipt of a petition signed by one third of the Members in good standing, setting forth the reasons for calling such a meeting.
32. Notice of the Annual General meeting, any General or Special meeting shall be provided in writing or electronic mail to the last known address of each Member at least 10 days prior to such meeting.
33. One third of the membership shall constitute a quorum at any meetings of the Club, including Annual, General or Special meetings.
34. Any member in good standing shall have the right to vote at any meeting of the club. A vote by proxy is not allowed.

FINANCIAL

35. Admission fees, membership dues, and the methods for paying the same shall be set by the board and ratified by the general membership.
36. The books, accounts and records of the Treas. shall be audited once each year by a qualified accountant, or by the Treas. and two members of the club. A complete and proper statement of the standing of the books the previous year shall be submitted by the auditing committee of the club and a report prepared for ratification by the board and presented to the general membership for ratification.
37. In the event the club is dissolved or wound, all assets of the club shall, after payment of all debts and liabilities, be distributed to such registered charitable organizations in Lethbridge, Alberta as may be decided upon by the club in a regular meeting, or if the meeting is not possible or practicable, by the Board of Directors.

38. For the purpose of carrying out its objects, the club may raise or secure money in such manner as it sees fit, but this power shall only be exercised under the authority of the club.
39. The books and records of the club may be inspected by any member of the club at any time upon giving reasonable notice and arranging the time satisfactory to the treasurer and secretary. Each member of the board shall have reasonable access to such books and records.

BYLAWS

40. These bylaws may be rescinded, altered or added to by a Special Resolution of the members at a meeting called for that purpose.