

## **WATER & SANITATION ROTARIAN ACTION GROUP (WASRAG)**

### **CONSTITUTION & BYLAWS**

#### **ARTICLE I - NAME**

*Section 1.1.* The name of this Rotarian Action Group shall be **Water & Sanitation Rotarian Action Group**.

*Section 1.2.* The office of the action group shall be located at **15 Danville Drive, Toronto, Ontario, Canada, M2P1H7**. The initial e-mail address of the action group shall be **ron.denham@atkearney.com**.

#### **ARTICLE II - PURPOSE**

*Section 2.1.* The purpose of this action group shall be...

***To provide information, support and encouragement to Rotarians, Rotary Clubs and districts to take active roles in projects/programs to develop safe water and sanitation as a means of promoting health and alleviating hunger.***

*This action group shall operate in compliance with the requirements for recognition of Rotarian Action Groups as set forth from time to time by Rotary International (RI), but it shall not be an agency of, or controlled by, Rotary International.*

#### **ARTICLE III - MEMBERS**

*Section 3.1.* Membership in the action group shall be open to all active members of Rotary Clubs (Rotarians) in good standing, spouses of Rotarians, and members of Rotaract Clubs (Rotaractors). The action group shall assume no liability for services rendered by its members.

*Section 3.2.* Membership shall be annual or lifetime. Annual memberships shall expire on 30 June of each year unless renewed. A Certificate of Membership shall be issued to each member of the action group as directed by the Board of Directors.

#### **ARTICLE IV - BOARD OF DIRECTORS**

*Section 4.1.* The governing body of the action group shall be the Board of Directors. The number of Directors shall be determined by the Board of Directors and shall be increased or decreased in a manner approved by the Board of Directors, but in no event shall there be fewer than three Directors. At least one member of the Board of Directors shall be a past district governor of RI. All directors shall be active Rotarians.

*Section 4.2.* A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Attendance by conference call or via Internet shall be considered the same as attendance in person to the extent permitted by law.

*Section 4.3.* Directors shall serve until their successors are chosen and qualified.

*Section 4.4.* Terms for Directors shall be three years, except that the terms of the members of the initial Board of Directors shall be set to allow the terms to be on a staggered schedule. One third of the Board of Directors shall be elected each year, in order to promote continuity. No Director shall serve for more than two consecutive terms. Terms shall commence on July 1 of the calendar year elected.

## **ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS**

*Section 5.1.* A Nominating Committee shall be appointed by the Board of Directors and so indicated in a notice to the members. Notice sent by mail or transmitted via email or Internet to the last known address of the members shall be considered good and sufficient notice to the extent permitted by law. The Nominating Committee shall receive nominations for the Board of Director's positions until a specified deadline, whereupon nominations shall be closed. The Nominating Committee may also offer its own nominees for election. All nominees must have indicated their willingness to serve by a specified deadline to be considered valid nominees for election.

*Section 5.2.* The names of the nominees for Director shall be mailed to the members in good standing at least 30 days prior to the annual meeting. Such mailing shall include a ballot for election. Ballots sent by mail or transmitted via email or Internet to the last known address of the members shall be considered a valid mailing. Ballots shall indicate that they must be returned to the Nominating Committee seven days prior to the annual meeting.

*Section 5.3.* The Nominating Committee shall tally the votes cast and announce the newly elected Directors (Board of Directors-elect).

*Section 5.4.* Following the annual meeting of the members, the Board of Directors-elect shall meet and elect from its members the officers of the action group, including the following Officers, who shall take office on the first day of July following their election: A President, Vice-President, a Secretary, and a Treasurer.

At least one of the action group's Officers shall be a past district governor. All Officers and Directors shall be Rotarians.

*Section 5.5.* A vacancy in the Board of Directors, or any office, shall be filled by action of the Board of Directors. A vacancy in the position of an Officer-elect, or Board of Directors-elect, shall be filled by action of the members of the Board of Directors-elect.

*Section 5.6.* A Director or Officer may be removed from office by a two-thirds vote of the Board of Directors, or, by a two-thirds vote of the membership.

## **ARTICLE VI - OFFICERS**

*Section 6.1.* The Officers of the action group shall include a President, Vice-president, Secretary and Treasurer, and other such officers as may be deemed necessary by the Board of Directors. The terms of Officers shall be one year and shall coincide with the Rotary year. The Board shall establish an "executive committee," composed of the President, Vice-President, and at least two other members of the Board to act on behalf of the Board when necessary and convenient to do so.

*Section 6.2.* The Officers shall perform the duties and functions usually attached to the title of their respective offices, together with those fixed by law, and such other duties as may from time to time be prescribed by the Board of Directors.

## **ARTICLE VII - MEETINGS**

*Section 7.1.* An annual meeting of the members may take place at the RI Convention each year at which time the installation of Officers and other business shall take place. The exact date, time, and location of the annual meeting of the members shall be announced to the members at least 60 days prior to the meeting, and such date, time and location shall be set by the Board of Directors.

*Section 7.2.* The annual meeting of the Board of Directors shall take place immediately subsequent to the annual meeting of the members and shall be open to any member.

*Section 7.3.* Special meetings of the Board of Directors may be called at any time by the President, by any three members of the Board of Directors, or by one-third of the membership.

*Section 7.4.* Any action required or permitted to be taken by the Board of Directors under any provision of law, or otherwise, may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action.

## **ARTICLE VIII - FISCAL MATTERS**

*Section 8.1.* The fiscal year (Rotary year) of the action group shall be 1 July through 30 June following.

*Section 8.2.* The action group's dues shall be set by the Board of Directors and shall be due on 1 July of each year. The action group's dues shall be \$25 for an annual membership or \$100 for life membership to cover administrative costs

*Section 8.3.* Binding contracts shall be signed by any two of the President, Vice-President, and the Secretary.

*Section 8.4.* Funds shall be deposited in a financial institution approved by the Board of Directors.

*Section 8.5.* Unless otherwise ordered by the Board of Directors, disbursements of the action group's funds shall be by check, signed by the Treasurer or the President for amounts not exceeding US\$1500.00, and shall be signed by both the Treasurer and the President for disbursements of US \$1500.00 or more.

## **ARTICLE IX - COMPLIANCE WITH REQUIREMENTS FOR RECOGNITION BY ROTARY INTERNATIONAL**

*Section 9.1.* The action group shall comply with the requirements for recognition of Rotarian Action Groups, as set forth from time to time by RI, including, but not limited to:

- 1) Publishing a newsletter (which may be distributed solely by electronic means) for members at least once during each Rotary year, and file the newsletter and other important communications and documents with the general secretary of RI.
- 2) Holding an annual forum by way of a newsletter, annual meeting, or other activity appropriate to the action group, through which members can interact.
- 3) Responding to inquiries from members, potential members, and the general secretary of RI.
- 4) Submitting an annual report of activities, including a summary of service projects completed, cost of membership dues and a financial statement showing revenues and expenditures during the previous Rotary year, and a statement of funds on hand at the time of the report, to its members with a copy to the general secretary of RI by 1 October in each year.
- 5) Providing an annual financial statement and report, that has been independently reviewed by a qualified accountant, to the members, and supply a copy to the general secretary of RI by 1 October in each year, if its annual gross receipts or expenditures amount to more than US\$25,000 or equivalent.
- 6) Submitting a copy of any grant applications for funds in excess of US\$25,000 or memoranda of agreements or partnerships with third parties to the general secretary of RI.
- 7) Maintaining minimum membership requirements for Rotarian Action Groups as may be set forth by RI.
- 8) Regularly undertaking service projects that fulfill the purposes of the action group, as set forth in Article 2.1 above.

The action group understands and accepts that recognition of the existence of the group by RI in no way implies legal, financial or other obligation or responsibility on the part of RI, or any RI district or Rotary club. The action group, and its members, directors and officers shall not act on behalf of RI, or represent or imply that they have authority to act on behalf of RI and agree to comply with RI policies on the use of the Rotary Marks by Rotary Entities, as set forth by RI from time to time.

## **ARTICLE X - AMENDMENTS**

*Section 10.1.* These bylaws may be amended at any duly called regular or special meeting of the Board of Directors by a two-thirds majority vote of the Board of Directors. Written notice of such proposed amendment(s) shall be given to the Board of Directors and to the membership at least thirty days prior to the meeting. Such meeting shall be open to any member then in good standing.

*Section 10.2.* These bylaws may also be amended at any duly called regular or special meeting of the members of the action group by a majority vote of all members. Written notice of such proposed amendment(s) shall be given to the Board and to the membership at least thirty days prior to such meeting. Such meeting shall be open to any member then in good standing.

*Section 10.3.* Notwithstanding the above provisions, these bylaws may not be amended so that they conflict or are in any manner inconsistent with the standard bylaws for Rotarian Action Groups as promulgated by RI from time to time.