



PAGODA



Service Above Self

One Profits Most Who Serves Best

Issue No. 576- 28 February 2023

Published Weekly

28 Feb. - Club Assembly

11 Mar. - Quiz Night

RCS TUESDAY MEETING
CLUB ASSEMBLY

TUESDAY, Feb. 28, 2023
18:30 - 19:00 Reception
19:00 - 20:30 Dinner Meeting

Galerie @ 40F Kunlun Hotel Jing'an
No.250 Huashan Road
上海市静安区南京西路401号

RMB 200 w/o wine
RMB 230 with wine

CONTACT: Vivian Huang
vivian.huang@messer.com.cn

SCAN THE QR CODE & SAVE YOUR SEAT!

TAKE ACTION: www.rotaryshanghai.org

PEACE CENTRE QUIZ NIGHT 2023

A BRILLIANT AND FUN COMMUNITY EVENT!
OPEN TO ALL PARENTS, STAFF, ALUMNI & STUDENTS (Y7 AND ABOVE)

QR CODE

ONLY 300 RMB FOR TEAM OF 6!
SIGN UP BEFORE 6TH MARCH

SATURDAY 11TH MARCH 7PM
UPPER GYM, DCSPD

EPIC QUIZ, GREAT FOOD, AMAZING RAFFLE, DELICIOUS DRINKS, FUN & GAMES... ALL FOR AN IMPORTANT CAUSE

SCAN THE QR CODE AND FOLLOW THE INSTRUCTIONS TO SIGN UP!

www.thepeacecentre.org/

Coming Events

- 28.02 — Club Assembly @Kunlun Hotel 6:30 - 8:30 pm
- 07.03 — Speaker Meeting @Kunlun Hotel 6:30 - 8:30 pm
- 11.03 — Quiz Night @Upper Gym 7:00 - 10:30 pm
- 14.03 — Club Meeting @Kunlun Hotel 6:30 - 8:30 pm

February Birthdays

- 10 — Herbert K. Lau
- 11 — Elizabeth Espinosa
- 12 — Rajat Agarwal
- 18 — Alejandro Rocha Buriel

The Four-Way Test 四大考驗

Of the things we think, say, or do:
对于我们所想、所说、所做的事情，
我们应该事先扪心自问：

1. Is it the **truth**?
是否一切属于真实?
2. Is it **fair** to all concerned
是否各方得到公平?
3. Will it build **goodwill** and **better friendships**?
能否促进亲善友谊?
4. Will it be **beneficial** to all concerned?
能否兼顾彼此利益?

Officers & Directors

- David Smith – President
- Tarik Gartner – Secretary
- Rainer Kern – Treasurer
- Terry Chu – President Elect
- Rita Malvone – Immediate Past President
- Carlotta Godio
- Jeff Hasenfratz
- Markus Berger
- Terri Lau
- Tilman Rieger

Committees & Chairs

- Club Administration Chair: Terry Chu
- Membership Committee: Thilman Rieger
- Fellowship Committee: Rita Malvone
- Service Projects Committee: Alexander Hartmann
- Service Projects Cochair: Anne Tan
- Youth Service Committee: David Richardson
- Rotary Foundation: Markus Berger
- Gift of Life (GOL): Terri Lau
- Sister Clubs: Motohiro Yamane
- Pagoda: Carlotta Godio
- Speaker Program: managed by committee
- Circle of Centennial Rotary Club: Terri Lau
- Assitant Governor: Tracy Hua
- Club Admin: Vivian Huang

Tuesday, Feb. 21st, 2023

Dinner Attendance:

Members	12
Visiting Rotarians	02
Guests	12
Total Headcount	26

HAPPY MONEY **RMB 1,906.39**

It's always a pleasure to join and meet old and new friends at RCS dinner meetings. At our most recent gathering we had a very balanced number of Rotarians and guests. The latter included 3 wonderful and energetic Rotaractors, plus an almost-3 year-old (the son of Rotarian Ludovic and his wife Ying Xie) who enlivened the meeting. Not to forget the visit of our dear friend Randal, whom we hope will be back soon.

As President David is on his way back to China from the U.S., the meeting was skillfully led by Rtn. Jeff, supported by Rtn. Tilman and P.E. Tiziana at saddle time. A special thanks goes to TM Alvin Chow, for his support in leading the Four-Way Test in Chinese, and for his just-in-time technical support of our speaker.

Rtn. Tilman introduced our speaker for the night, Dr. Juergen Meyer, who gave the audience an insight into methods of diversification as alternatives to economic decoupling. He also offered some practical suggestions for urgent action. Lightening the mood, Tilman mentioned that he appreciated not only the longtime personal connection between he and Dr. Meyer, but also that this connection was reflected in the identical jackets they were wearing. J What a sign of perfect mind connection!

Written by Tiziana

Highlights from our latest meeting



Bi-Lingual Mentoring Workshop



Last Thursday we successfully re-launched the Career Empowerment Program with 30 Mentors and 30 Mentees. It was also a success story in terms of collaboration with Toastmasters, who helped organize the event and activated many capable mentors.

Given a surprising number of last-minute cancellations on the mentor side, we also reached out to the Shanghai Coaching Circle (SCC) for support. (After all, the SCC Steering Committee consists of three Rotarians - Rita, Jeff and Tilman J)

These friends jumped in on short notice, with some dialing in from Australia and the U.K. The sharing afterwards was heartwarming, as it became evident how much both Mentors and Mentees benefitted from this program.

Bylaws of the Rotary Club of Shanghai

I am excited to announce that this evening, on February 28th, we will be holding our next club assembly. In addition to the mid-year review of what our club has been up to, we will also be reviewing some very exciting, proposed changes to the by-laws.

In the past several years, we have all desired and looked forward to the day that we would be allowed to admit locals as members to our club. Well, RI has finally agreed to allow honorary members of Chinese citizenship to be admitted as active members if the language that is being proposed in our bylaws is adopted.

The main idea is that, under the revised bylaws, we would be allowed to finally admit members of Chinese citizenship complete with the right to vote and hold office after they have been an honorary member for at least 6 months.

To be adopted, the proposed revisions will require being approved by a vote of the members during the club assembly, so please review the attachment before the assembly.

This is an exciting step for our club and for Rotary in China and I'm very much looking forward to discussing this with you during the club assembly.

If you can make it, please RSVP to Vivian today. And for those members who aren't able to make it, please send in your proxies and e-votes to both myself (dave@smithorchards.com) and Tiziana (tiziana.richiardi@hotmail.com).

I'm looking forward to seeing you all tonight!

Best Regards,
David Smith - President
Rotary Club of Shanghai - 2022-2023



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Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Officer: President, Immediate Past President, President-Elect, Vice President, Secretary and Treasurer.
3. Director: A member of this club's Board of Directors including Officers. A "director" means a member of this club's Board of Directors who is not an Officer.
4. Member: A member, other than an honorary member, of this club.
5. Quorum: One-third of the club membership; a majority of directors and Officers.
6. RI: Rotary International.
7. Year: The 12-month period that begins on 1 July.
8. Constitution: The Constitution of the Rotary Club of Shanghai, which may be amended from time to time according to Article 19 thereof.

Article 2 Board

Section 1— The governing body of this club is the Board consisting of 9- 11 members including the President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer and five other directors elected annually.

Article 3 Elections and Terms of Office

- Section 1— Members may nominate candidates for President, Vice President, Secretary, Treasurer, and any open director positions.
- Section 2— The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3— A vacancy on the Board or any office shall be filled by the remaining members of the Board first and, if necessary, by the members of the Board-elect, provided however, the total number of the Board shall not be below 9.
- Section 4— A vacancy of any Officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect, provided however, the total number of the Board-elect shall not be below 9.
- Section 5— Where the vacant position is President–Nominee, this position will be added to the election at the next annual meeting or a club assembly, whichever comes earlier, in any event, no later than July 1 of the succeeding Year. The person elected will take up the position of President-Nominee with immediate effect after that annual meeting or the club assembly.
- Section 6 — Where the vacant position is President-Elect, the Board shall find out a solution which is not against Article 11, Section 5 of the Constitution.
- Section 7 — Terms of office for each role are as follows:
 President — 1 year
 Vice President — 1 year
 Treasurer — 1 year
 Secretary — 1 year
 director — 1 year
- Section 8 — Except for President Elect, President and Immediate Past President, the number of consecutive terms that a Director can serve at the same position should be no more than 2 years, provided, however, when a successor is not elected, the current Officer's term is extended for up to one year until the successor takes his/her office.
- Section 9 — Nominees for President-Elect should normally have served for at least one year as a director in this or another club. Nominees for President-Elect must also have been members of this club for at least one year prior to nomination.
- Section 10— The procedure for elections is set out in a separate document as Appendix to the bylaws.

Article 4 Duties of the Board

- Section 1 — President shall preside at club and Board meetings.
- Section 2 — Immediate Past President shall serve as a Director.



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Section 3 — President-Elect shall prepare for their year in office and serve as a Director.

Section 4 — Vice President shall preside at club and Board meetings in the absence of the President.

Section 5 — A director shall attend club and Board meetings.

Section 6 — Secretary shall keep membership and attendance records.

Section 7 — Treasurer shall oversee all funds and provide monthly accounting of these funds.

Section 8 — Board members may perform additional duties as assigned.

Section 9 — In the absence of both President and Vice-President, a Board meeting will be postponed until a date when either member is available.

Section 10 — Board members are expected to attend the majority of Board meetings. Where a Board member fails to attend in person (including via video or telephone conference) for three consecutive meetings or more than three meetings during a half year period (July-December, January-June), that post will be declared vacant and the member will be replaced in accordance with the election procedure as provided in Article 3.

Article 5 Meetings

Section 1 — Annual Meeting. An annual meeting of this club shall be held in November and in any event no later than 31 December to elect the Officers and directors who will serve for the next Year.

Section 2 — The regular weekly meetings of this club are held on Tuesdays at 7pm. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — In the absence of both President and Vice-President, Secretary shall preside at the club meeting. Any absences by President should be notified to Vice-President and Secretary as soon as possible to allow him or her to prepare for the meeting. In the case of President, Vice-President and Secretary being absent, another member shall be appointed by President to host the meeting.

Section 4 — Board meetings are held each month. Special meetings of the Board are called with reasonable notice (at least 3 days) by President or upon the request of two Directors. Secretary shall record resolutions and important discussions at the Board meeting in the minutes and distribute to the membership monthly.

Article 6 Fees and Dues

Section 1 — The admission fee, as established by the club, shall be paid before the applicant can qualify as a member. The amount of the admission fee shall be determined annually by the Board jointly attended by the current Directors and Directors-elect (hereinafter "Joint Board") before the Year begins.

Section 2 — Membership dues shall include RI per capita dues, subscription fees to The Rotarian, district per capita dues, club fees, and any other Rotary or district per capita assessment (in any). The amount and payment terms of the membership dues shall be determined annually by the Joint Board before the Year begins. Membership dues will be pro-rated per month for new members.

Section 3 — Admission fee and membership dues paid are non-refundable for any reason.

Section 4 — A joining member, who was a member of this club before, is exempted from the admission fee.

Section 5 — A member who fails to pay the membership dues of coming Year by the deadline designated by the Board before June 30 shall be terminated.

Article 7 Method of Voting

Section 1 — The business of this club is conducted by voice vote or show of hands except for the election of Officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution. If a club member or Board member is unable to attend the club meeting or Board meeting in person, he/she may appoint another member or Board member to attend such a meeting to vote on behalf of him/her.

Section 2 — The business of this club, except for the election, may also be conducted by e-vote (including emails, WeChat or any other electronic method to which all the members have access) as long as more than a Quorum participates during the designated term of voting.

Section 3 — Method of E-vote at the club meeting shall be determined by the Board with reasonable notice period for discussion and



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questions depending on the topics. Use of e-vote at the Board without convening a physical or online Board meeting shall be limited to urgent matters and shall give at least 24 hours discussion period before voting, unless the topic has already been discussed in the Board. The e-vote of the Board shall be called by President. The result of e-vote shall be confirmed at the next Board meeting and recorded in the minutes.

Section 4 — The general resolution of the meeting of the club and the Board will be passed by a simple majority of the votes (including proxies and abstentions).

Section 5 — Committees can determine the method of decision making depending on the size of the committee and frequency of the committee meetings.

Article 8 Committees

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. This club has the following committees:

- Club Administration
- Membership
- Public Relations
- Rotary Foundation
- Service Projects
- Youth Service

President-Elect will appoint a Director-elect as chair of each of these committees for the coming Year. If no candidate is found among Directors-elect, President-Elect may appoint a committee chair from non-Board-elect.

Section 2 — Additional committees may be appointed as needed with approval of Board. The chair of any additional committee shall be appointed by President Elect before the Year begins or President during the Year.

Section 3 — President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. President or the Board shall refer additional business to a specific committee as needed. The Board may give specific authority to each committee regarding permitted actions.

Section 5 — 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. Attendance at committee meetings should be recorded by the chair and reported to the club administrator.

Section 6 — Each committee chair is appointed every Rotary year. After serving a chair for one Rotary year, the appointed Rotarian shall in principle stay in the committee to provide necessary support to the committee.

Section 7 — Committee members are expected to attend the majority of committee meetings. Where a member fails to attend in person (including via video or telephone conference), without good cause, for three consecutive meetings or more than three meetings during a half year period (July-December, January-June), they will be removed from the committee.

Section 8 — Committee chairs, who are not Board members, are invited the Board meetings and have right to join the discussion of the Board but do not have the right to vote. Mailing list and WeChat group for Board should include non-Director committee chairs.

Article 9 Finances

Section 1 — Prior to each Year, the incoming Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — Treasurer shall deposit club funds in financial institution(s) designated by the Board. A cashier as a deputy from a Member may be appointed by the Board, if necessary, to keep the club funds. A club funds custodian letter shall be signed by the Member who keeps the club funds.

Section 3 — All financial transactions on behalf of the club must have been approved by the Board in general before Treasurer or the cashier arranges payment. The Board may entrust a committee chair to spend the club fund within the itemized committee budget approved



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by the Board. All payments must be approved by two Directors (excluding Treasurer), to ensure complete transparency and probity in the financial affairs of the club.

Section 4 —Treasurer or his/her designee will present full financial statements to the Board every month – statements to include a Balance Sheet, Income and Expenditure Statement, Cash and Bank Balance statement, and Budget Variance report including all committed funds.

Section 5 —A thorough annual review of all financial transactions shall be completed by a qualified person within 3 months of the end of each Year and submitted to the Board.

Section 6 —An annual financial statement of the club shall be provided to Members.

Section 7 — The fiscal year is from 1 July to 30 June.

Section 8 —Detailed rules of financial procedures shall be adopted by the Board and may be amended by the Board from time to time as necessary to the extent consistent with this Article 9.

Article 10 Method of Electing Members

Section 1 —A candidate of a new active member shall be sponsored by an active member of this club. A transferring Rotarian may also be proposed for and active membership by submitting the letter of good standing from the former club. For avoidance of doubt, a candidate who was a former member of this club, shall also need to follow the rule in this Article.

Section 2 —The membership committee shall ensure that the candidate meets all of Rotary’s membership requirements as defined in the Article 8 of the Constitution.

Section 3 —The membership committee shall approve or reject the candidate’s membership.

Section 4 —If the decision of the membership committee is favorable, the application and CV are sent to Secretary to be distributed to the membership at large.

Section 5 —If no member of the club submits a written objection including reasons for the objection, to Secretary within one week, the membership committee chair and the candidates’ sponsor will be notified that he/she has been approved for membership. If an objection has been filed with the Secretary, the Secretary will notify the membership committee chair and the Board shall vote on this matter at its next meeting. If approved despite the objection, the candidate will be notified by the membership committee chair that he/she has been invited to join the club.

Section 6 —Upon payment of the admission fee and (prorated) membership dues, and being presented to the membership at the induction ceremony, the candidate will be considered to be elected to membership and will receive their pin and badge. A former member rejoining this club is exempted from the admission fee.

Section 7 —The club may elect limited number of honorary members proposed by the Board or membership committee. The term of honorary membership is set by the Board.

Section 8 —The Board may set a detailed rule for electing membership including but not limited to requirement for the times of attendance and residence/work status of the candidate.

Article 11. Transitional Arrangement for Mainland Chinese Membership

Section 1 — Clubs in mainland China may only directly admit the following as active members: expatriates and individuals from Taiwan, Hong Kong, and Macau living and working in mainland China.

Section 2 — A Mainland Chinese citizen who is eligible for membership may only be initially admitted as an honorary member of the club.

Section 3 — The board may change the status of a Mainland Chinese honorary member, with their consent, to active after being an honorary member for 6 months. Any Mainland Chinese citizen who has been an honorary member for six months at the time of this amendment is immediately eligible to become an active member with the approval of the board.

Section 4 — A Mainland Chinese honorary member who can satisfy the condition of Section 3 shall not be required to become an active member and their membership status shall not be changed without their consent.

Section 5 — The club’s total membership shall include no more than 20% honorary members.

Section 6 — Mainland Chinese active members have equal rights and obligations with other active members of the club. If this arrange-



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ment under this Article conflicts with RI or Chinese governmental policies, the club shall immediately suspend this Article. However, the club will retain as members any already approved active Mainland Chinese members unless otherwise directed by the Chinese government.

Article 12. Special Code of Conduct

Section 1 — Members shall not politicize their membership and keep politics and religion out of Rotary.

Section 2 — The club shall take action if a member is causing harm to Rotary in China through words or actions that conflict with the ideals and practices of Rotary or if any action is ordered by the government. If the club fails to take action within a reasonable period, but the Special Representative decides that the member is harmful to RI in China, the club shall terminate the member promptly in accordance with the Standard Rotary Club Constitution.

Article 13 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 14 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each Member 10 days before the meeting, that a Quorum be present for the vote (including e-votes and proxies), and that two-thirds of the votes (including e-votes, proxies and abstentions) support the change. Changes to these bylaws must be consistent with the Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 15 Participation

We hereby make changes to default rule of attendance requirements under Articles 10 of the Constitution. Other detailed rules of attendance under Article 10 of the Constitution is still effective as long as not conflicting against the below:

Section 1—The Members are expected and encouraged to participate in the club meetings, events and projects as many as possible, because both fellowship and service are key elements of Rotary.

Section 2 —The members are encouraged to participate in meeting, events and projects of any other Rotary, Rotaract and Interact clubs in the world (including a district activity). Such participation will be counted as a make-up of the missed regular meeting of this club.

Section 3 —The members are expected and encouraged to contribute to the club in any of the following ways in addition to attending the regular meetings of this club:

- (1) Being active as a board member;
- (2) Being active as a committee member;
- (3) Being active as a District officer/committee member;
- (4) Taking a leadership in an event or a project of the club;
- (5) Providing a service to the club (including but not limited to website management, newsletter editing or article contribution, taking pictures of the meeting, becoming a greeter at the meeting);
- (6) Sponsoring a new member to the club; or
- (7) Making a contribution to a club project (other than just giving happy money) or the Rotary Foundation.

Section 4— A member must

- (1) Participate at least once in a month in the activities provided in Sections 1 and 2 of this Article;
 - (2) Contribute to the club by at least one of the items in Section 3 of this Article; and
 - (3) Report, or rectify the record of, participation/contribution activities of the above to the club administrator voluntarily.
- Section 5 —The Board may terminate a member who does not meet the requirements of Section 4 of this Article for consecutive 6 months without good cause, by giving a one month notice, if such member cannot meet the said requirements within that notice period.

