# By-Laws

**Rotary Club of Midland**

# 2023

 

**By-Laws of the Rotary Club of**

**Midland, Ontario, Canada**

The Rotary International "Constitutional Provisions" (RI Constitution), as set out in the RI Manual of Procedure, are hereby adopted as part of the General By-laws of the Rotary Club of Midland.

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**Article 1: Definitions and Abbreviations**

**Act**: The *Not for Profit Corporations Act,* *2010 (Ontario)* and where the context requires includes the regulations made under it as amended or re-enacted from time to time.

1. **AE:**  Attendance Excused.

2. **Board:** The Board of Directors of this Club.

3. **Club:** The Rotary Club of Midland, Ontario, Canada.

4. **Director:** A Member of this Club's Board of Directors.

5. **Member:** A Member of this Club other than an Honourary Member.

6. **Honourary Member:** As defined herein.

7. **RI:** Rotary International.

8. **Fiscal Year:** The twelve (12 month) period that begins on the 1st of July of each and every year.

9. **Ex-Officio:** Members who shall be entitled to attend meetings without voting privileges.

10. **Officers:** The Chair/President, Past President, President-elect, Secretary and Treasurer of the Club.

11. **Policy Manua**l: The policies of this Club as amended from time to time by the

Board of Directors.

## Article 2: Board of Directors

**Section 1 - Governing Body**

The governing body of the Club shall be a Board of Directors, six (6) of whom shall be the following:

 the Chair/President

 the President-elect

 the Past President

 the President nominee

 the Secretary

 the Treasurer

Together with such additional Members as are approved by the Board from time to time. The number of Directors shall be determined from time to time by a majority of the Directors at a Board of Directors meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for such a purpose.

**Section 2 -** *Term of Office*

The term of office of a Director shall be July 1 following the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. Unless serving as Chair/President, President-Elect, Immediate Past President, Secretary or Treasurer, Assistant Secretary or Assistant Treasurer, no Member may remain on the Board for more than five (5) consecutive terms, unless otherwise directed by the Board.

### Section 3 - *Ex-Officio Members*

If so required by the Board, an Assistant Secretary and Assistant Treasurer, may be appointed by the Board and, once appointed, shall become ex-officio Members of the Board. Nothing herein shall prohibit the President-elect from also holding any of these said positions.

**Section 4 -** *Protection of Directors and Officers*

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Directors, Officer or committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

(a) Complied with the Act and the Corporation's Constitution and By-laws; and

(b) Exercised their powers and discharged their duties in accordance with the Act.

**Section 5 -** *Conflict of Interest*

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**Section 6 -** *Remuneration of Directors*

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of

 their Directors' duties;

1. Directors may be paid remuneration and reimbursed for expenses incurred in connection

 with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

1. considered reasonable by the Board;
2. approved by the Board for payment by resolution passed before such payment is made; and
3. in compliance with the conflict of interest provision of the Act; and
4. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

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###  Article 3: Election of Directors and Officers

###  Section 1 - *Nominations*

At a meeting before December 31st in each year, the Chair/President shall request from the members, nominations for the Directors of the Club for the ensuing year. Excluded from nominations are the current Chair/President, the President-Elect, the Chair/President Nominee, and any member who has served as a Chair/President during the preceding three (3) years, unless otherwise directed by the Board.

### Section 2 - *Elections*

At the Annual General Meeting held in each year, the Chair/President shall announce a slate of no less than eight (8) nominations. Where the numbers nominated exceed the number of vacancies, the nominations shall be placed on a ballot in alphabetical order and shall be voted for at the following meeting.

### Section 3 - *Scrutineers*

The Chair/President shall appoint two (2) scrutineers to count the ballots and report to the Chair/President.

### Section 4 - *Majority of Votes*

Those candidates for Directors receiving a majority of the votes shall be declared elected as Directors

### Section 5 *- The Board*

The Directors, so elected, together with the existing Chair/President (who will become the past President), the President-Elect (who will become Chair/President) and the Chair/President Nominee shall constitute the Board for the ensuing year commencing July 1st.

### Section 6 - *Declaration of nominations by Chair/President*

Where the numbers of persons nominated equal the number of vacancies, the Chair/President shall declare those nominated to be the Directors for the ensuing year.

**Section 7 -** *Vacancy and Filling a Vacancy*

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the Secretary, which resignation

 shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

(b) If the Director dies or becomes bankrupt;

(c) If the Director is found to be incapable of managing property by a court or under

 Ontario law; or

1. If, at a meeting of the Members, a resolution is passed by at least a majority of the

 votes cast by the Members removing the Director before the expiration of the Director's term of office. A vacancy on the Board of Directors, or in any office, shall be filled by the decision of the remaining Directors provided there is a quorum. Such Director shall hold office for the remainder of the replaced Director's term. The replacement may include any member who has been a Past President during the preceding three (3) years. If there is not a quorum of Directors in office, the Directors shall without delay, call a meeting of Members to fill the vacancy and if they fail to call such a meeting, the meeting may be called by any Member.

### Article 4: Duties of Officers

**Section 1 -** *Chair/President*

It shall be the duty of the Chair/President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of Chair/President.

**Section 2 -** *President-elect*

It shall be the duty of the President-elect who is appointed by the Board of Directors from amongst its members, to serve as a Director and to perform such duties as may be prescribed by the Chair/President and/or the Board. In the absence of the Chair/President, the President-Elect or his/her designate shall preside.

### Section 3 - *Past President*

It shall be the duty of the Past President to perform such other duties as are determined by the Chair/President and/or the Board.

**Section 4 -** *Secretary*

The duties of the Secretary, appointed by the Board of Directors, shall be set out in the Policy Manual.

**Section 5 -** *Treasurer*

The duties of the Treasurer, appointed by the Board of Directors, shall be set out in the Policy Manual.

**Section 6 -** *General*

Any Officer shall cease to hold office upon resolution of the Board. Officers shall be responsible for the duties assigned to them and may delegate to others the performance of any or all such duties.

### Article 5: Meetings

**Section 1 -** *Regular Meetings*

The regular meetings of the Club shall be held on the first four Wednesdays of each month, commencing at 12:15 pm, local time, and at such location as approved by the Members

### Section 2 - *Notice of Change of Meetings*

Due notice of any changes in, or cancellation of, the regular meeting shall be given to all members of the Club. All members excepting an Honourary Member (or Member excused pursuant to these by-laws) in good standing in this Club on the day of the regular meeting, must be counted as present or absent.

### Section 3 - *Attendance 50%*

Attendance must be evidenced by the Members being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as otherwise provided in the Club Constitution.

### Section 4 - *Quorum for Members Meetings*

One-third (1/3) of the membership present shall constitute a quorum for the annual and regular meetings of the Club.

**Section 5 -** *Directors Meetings*

Regular meetings of the Board shall be held at least once a month. Special meetings of the Board shall be called by the Chair/President, whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given.

**Section 6 -** *Quorum for Directors Meetings*

A majority of the Directors shall constitute a quorum of the Board.

**Section 7 -** *Annual General Meeting*

An Annual General Meeting of the Members shall be held on or before December 31st in each year (or such later date as may be approved by the Directors) for the purpose of electing the Board of Directors for the next ensuing fiscal year, approving the financial statements for the past fiscal year and conducting such other business of the Club as the Board of Directors may require as set out in the notice of meeting. No other item of business

shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting. Not less than ten (10) and not more than fifty (50) days written notice of the annual meeting shall be given in the manner specified in the Act to each Member and the auditor (or person appointed to conduct a review engagement).

**Section 8 -** *Charter Night*

At the first meeting in May, or at such date as the Directors may decide, the Club shall have a special meeting to celebrate Charter Night, and the presentation of such other business as the Directors deem appropriate.

**Section 9 -** *President's Night*

In the month of June in each year, or at a date to be established by the Directors, the President's Night shall be held, at which time the newly elected Board of Directors and Officers will be introduced for the ensuing year.

**Section 10 -** *Special Member Meeting*

Where at a Regular Meeting it is proposed to bring forth to the membership a special topic of business, i.e. amendment of By-laws, fees, dues, reimbursement, etc., the Directors may call a special meeting and notice of the special business to be discussed shall be given to each Member at least ten (10) days and not more than fifty (50) days written notice before such meeting. The Board shall convene a special Members meeting on written requisition of not less than one tenth (1/10) of the Members for any purpose connected with the affairs of the Corporation not inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. The Chair/President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair/President of the meeting or with the majority consent of the Members present at the meeting.

**Section 11** – Conflict of Interest

Any Member who is in any way directly or indirectly personally of financially interested (except as a Member of the Club) in any matter that requires a vote by the Members of the Club shall disclose that interest and absent themselves for the discussion of the matter and shallot vote o any resolution affecting such matter.

**Article 6: Method of Voting**

**Section 1 -** *General Business*

The business of this Club shall be transacted by *viva voce* vote (an open forum of yea or nay, or by raising hands in support) unless a written ballot if required. The Chair/President of the meeting or any member may demand a written ballot and such ballot shall be as the Chair/President of the meeting directs. If there is a tie vote, the Chair/President shall require a written ballot and shall not have a second or casting vote. If there is a tie on the written ballot the motion is lost. A declaration of the Chair/President that a resolution is carried or lost is evidence of the fact without proof of the vote.

**Section 2** - *When by Ballot*

Notwithstanding Section 1 above, if the number of Members nominated for Directorship, exceeds the number of Directors to be elected, then the election of Directors shall be by ballot as set out in Article 3 hereof.

**Article 7: Fees, Dues and Reimbursement**

The subject of initiation fees, membership dues, and RI convention expenses shall be determined by the Board of Directors and incorporated into the Policy Manual.

# Article 8 Five (5) Avenues of Service

The five (5) Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are:

1. Club Service
2. Vocational Service
3. Community Service
4. International Service
5. Youth Service

# Article 9: Standing Committees

# Subject to limitations on delegation set out in the Act, the Board shall determine the Standing Committees for the Club and the description for these Committees including the composition and terms of reference shall be set out in the Policy Manual.

# Article 10: Committee Responsibilities

#  Section 1 - *Business of Committees*

Each Committee shall transact its business as is delegated to it in the Policy Manual and such additional business as may be referred to it by the Chair/President or the Board. Such Committees shall not take action until a Report has been made and properly approved by the Board of Directors.

# Section 2 – *Responsibility of Committee Chair*

Each chair shall be responsible for regular meetings and activities of the Committee, and shall supervise and coordinate the work of the Committee and shall report to the Board of Directors on all committee activities.

# Article 11 Duties of Committees

### Section 1 – *Established by Chair/President*

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 Chair/President shall make reference to appropriate RI materials.

### Section 2 – *Mandate of Committees*

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 Chair/President to provide the necessary leadership to prepare a recommendation for Club Committees, including mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

### Article 12: 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 13: Annual Membership Dues**

Annual membership dues shall be set out in the Policy Manual.

### Article 14: Finances

**Section 1-** *Budget*

Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two (2) separate parts: one in respect of club operations, and one in respect of charitable/service operations.

The Board may put the budget to the Members for their approval, in which case, if approved by the Members, no further approval shall be required for any individual expenditure contemplated by the budget.

**Section 2 -** *Banking*

The Treasurer shall deposit all club funds in a bank, specified by the Board. The Club funds shall be divided into two separate parts: (namely 1. General Account and 2. Charitable Trust Account).

**Section 3 -** *Authorization for Payment*

All bills shall be paid by the Treasurer or other authorized officer only when approved by two (2) other Officers.

**Section 4 -** *Accounting Review*

A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5 -** *Fiscal Year*

The fiscal year of this Club shall extend from 1 July to 30 June in each year.

### Section 6 - *Rotary International Payment*

The payment of per capita dues and RIofficial magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

### Section 7 - *Extraordinary Expenditure*

Any Resolution or Motion to commit the Club to an extraordinary expenditure shall be subject to the following procedures:

1. Board of Directors

Such extraordinary expenditure shall first be submitted to the Board of Directors for consideration and approval in principle.

1. Notification to Members

Such extraordinary expenditure shall then be the subject of written notification to the Members ten (10) days prior to taking a vote on the subject, and

1. Quorum

At the regular meeting of the Members, a quorum of two-thirds (2/3) of the Members must be present and a vote taken and approved by a majority of the Members present.

**Section 8 -** *Execution of Contracts*

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### Article 15: Procedures - New Members

### Section 1 - *Board to be Informed*

Club Members shall keep the Board informed of prospective Members.

**Section 2 -** *Application of New Member*

New prospective Members shall complete a Membership Application which shall be filed with the Membership Chair. Memberships are not transferable and terminates if the Member resigns or is terminated in accordance with the Act.

**Section 3 -** *Classification and Membership Requirements*

The Membership Chair shall ensure that the proposed Member meets all the classification and membership requirements of the Club Constitution.

**Section 4 -** *Procedure on Approval*

The prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective Member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

**Section 5 -** *No Objections*

If no written objection to the prospective Member, stating reasons, is received by the Board from any member of the Club within seven (7) days following publication of information about the prospective Member, the prospective Member, upon payment of the admission fee, as set out in the Policy Manual, shall be considered to be elected to membership.

**Section 6 -** *Objections Received*

If an objection to the proposed Member has been filed with the Membership Chair, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee, shall be considered to be elected to membership.

### Section 7- *Induction Procedure*

The Membership Chair, following the confirmation, shall arrange for the new Member's induction, new Member Rotary literature and materials.

**Section 8** – *Joint Membership*

The definition of a Joint member will be: two people, a spouse and/or a business associate be eligible for Joint Membership. The Joint Member will be charged quarterly fee and pay the induction fee. They will not be billed for a lunch unless they attend a meeting.

**Section 9** – *Rotaract Membership*

A member of a Rotaract Club is eligible for a Rotaract Membership as long as they are in good standing with their Rotaract Club. The Rotaract Member will be charged membership dues and pay the admission fee. They will not be billed for lunch unless they attend a meeting.

## Article 16: Resolution

## Section 1 – *Member Resolutions*

Resolutions, prepared by Members, and presented at a Club meeting, shall be referred to the Board of Directors without discussion.

## Section 2 – *If Board Considers Not Objectionable*

If the Board determines that the Resolution is not objectionable, they shall determine the date that such Resolution shall be considered by the Club Members.

## Section 3 - *If Board Considers Objectionable*

If the Board considers the Resolution to be objectionable, they shall discuss this with the Member proposing the Resolution, explain their reasons, and such Resolution shall be not considered by the Club Members.

## Article 17: Regular Meetings - Order of Business

The following is a suggested order of business, and may be adjusted, altered or modified from time to time according to directions from the Chair/President.

* Regular Meetings are called to order:
* Singing of 'O Canada'
* Rotary grace
* Introduction of Guests
* Chair/President's announcements and Committee reports
* Program features, i.e. speakers, presentations
* Any other business
* Adjournment

## Article 18: Directors - Limitation of Liability

## Section 1 - *Good Faith*

Every member of the Board of Directors of the Club, in exercising his/her powers and discharging his/her duty, shall act honestly, in good faith and for the betterment of the Club.

**Section 2 -** *No Liability*

Subject to the foregoing, no Director or Officer shall be liable for the acts, deceits, neglects or defaults of any other Director, Officer or Club member over any loss, damage or expense happening to the Club.

### Section 3 - *Indemnity*

The Club shall indemnify a Director or Officer or former Director or Officer of his/her errors performed in accordance with Section 17.1 above, and legal representatives against all costs, charges and expenses, including any amount paid to settle an action or satisfy the judgment reasonably incurred in respect of any civil, or administrative action taken.

## Section 4 - *Insurance*

The Club shall purchase and maintain such insurance for the benefit of any Officer, Director or Member as the Directors deem necessary. The amount of such coverage shall be set forth in the Policy Manual.

## Article 19: By-Law Amendments

**Section 1 -** *By-laws*

These By-laws may be amended at any Regular Meeting, a quorum being present, by a two-thirds (2/3) vote of all Members present.

**Section 2 -** *Notice*

Notice of such proposed amendments shall be incorporated into the Bulletin and such meeting should take place least ten (10) days thereafter.

### Section 3 - *Compliance with Rotary International*

No By-law, no amendment and no addition to these By-laws shall be made which is not in harmony with the standard Rotary International Club Constitution.

**Article 20: Service**

**Section 1 -** *Service*

Any notice required to be sent to any Member or Director or to the auditor (which term herein shall include any person who has been appointed to conduct a review engagement) shall be provided by telephone conversation directly with such Member, Director or auditor, or by personal delivery to such Member, Director or auditor, or may be sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as show in the records of the

Cub and to the auditor at its business address, or if no address be given then to the last address of such Member or Director or auditor know to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**Section 2 -** *Computation of Time*

Where a given number of days' notice or notice extending over any period is required to be given,

1. If notice is provided by personal delivery, telephone, email, facsimile or other electronic means, notice shall be deemed to be received on the date of such notice by personal delivery, telephone, email, facsimile or other electronic means; and
2. If notice is provided by mail, notice shall be deemed to have been received on the fourth business day following the posting of such notice by mail.

 **Section 3 -** *Error or Omission in Giving Notice*

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

# Article 21: By-Law Revocation

# All prior By-laws of the Club are revoked.

**Section 1 -** *In Force*

This By-law shall come into force on the day it is confirmed by the Club Members at a meeting duly called for this purpose.

**Section 2 -** *Severability and Precedence*

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Approved by the Directors on the 5th day of September, 2018.

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 Chair/President Secretary

Confirmed by the Club Members at a duly constituted meeting, by a two-thirds (2/3) majority of the Members present, called for that purpose on the 5th of September, 2018.

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 Chair/President Secretary

“This is a certified true copy of the original which has not been altered in any way.”