

BY-LAW NO. 1

A by-law relating generally to
the conduct of the affairs of
ROTARY CLUB OF ORILLIA-LAKE COUNTRY

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of ROTARY CLUB OF ORILLIA-LAKE COUNTRY (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Orillia, in the County of Simcoe, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

BOARD OF DIRECTORS

2. Subject to the provisions of this paragraph, the affairs of the Corporation shall be managed by a Board of eight (8) directors, each of whom at the time of his or her election or within ten days thereafter and throughout his or her term of office shall be a member of the Corporation. The number of directors may be increased or decreased by Special Resolution from time to time in accordance with the *Corporations Act*. At each annual meeting, the whole Board shall be retired as of June 30 following such meeting, but shall be eligible for re-election if otherwise qualified, and each director shall be elected to hold office from July 1 after he or she has been elected or until his or her successor shall have been duly elected and qualified. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

VACANCIES, BOARD OF DIRECTORS

3. Vacancies on the Board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

4. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of directors may hold its meetings at such place or places as

it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

6. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POWERS

7. The directors of the Corporation may administer the affairs of the Corporation in all things and made or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

8. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

9. There shall be a President, a Vice-President, a President-Elect, a Secretary, a Treasurer, a Sergeant-at-Arms and such other officers as the Board of directors may determine by by-law from time to time. One person may hold more than one office except the office of President. All officers shall be elected by the Board of directors from among their number at the annual meeting of the Corporation, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

DUTIES OF PRESIDENT

10. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of directors. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF VICE-PRESIDENT

11. During the absence or inability of the President, his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-Presidents in order of seniority (as determined by the Board) save that no Vice-President shall preside at a meeting of the Board or at a meeting of members who is not qualified to attend the meeting as a director or member, as the case may be. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or as the Board may prescribe.

DUTIES OF PRESIDENT-ELECT

12. The President-Elect shall perform such duties and exercise such powers as the President may from time to time delegate to him or as the Board may prescribe.

DUTIES OF SECRETARY

13. The Secretary shall be ex officio clerk of the Board of directors. He or she shall attend all meetings of the Board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers,

records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of directors.

DUTIES OF TREASURER

14. The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of directors. He or she shall disburse the funds of the Corporation under the direction of the Board of directors, taking proper vouchers therefor and shall render to the Board of directors at the regular meetings thereof or whenever required of him, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of directors.

DUTIES OF SERGEANT-AT-ARMS

15. The Sergeant-at-Arms shall perform such duties and exercise such powers as the President may from time to time delegate to him or as the Board may prescribe.

DUTIES OF OTHER OFFICERS

16. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of directors requires of them.

APPOINTMENT OF COMMITTEES

17. The directors shall appoint committees for any purpose within the scope of the letters patent of the Corporation. Committees of the Corporation are charged with carrying out the annual and long-range goals of the Corporation based on the Four Avenues of Service, including the following standing committees:
 - (a) Membership: The Membership Committee shall be responsible for developing and implementing a comprehensive plan for the recruitment and retention of members;
 - (b) Public Relations: The Public Relations Committee shall be responsible for developing and implementing plans to provide the public with information about Rotary and for promoting the Corporation's service projects and activities;
 - (c) Administration: The Administration Committee shall be responsible for ensuring the effective operation of the Corporation;
 - (d) Service Projects: The Service Projects Committee shall be responsible for developing and implementing educational, humanitarian and vocational projects that address the needs of the

local community and communities in other countries having consideration for the Avenues of Vocational Service, Community Service and International Service. All expenditures greater than \$1,500 recommended by the Service Projects Committee shall be approved by the Board and by the members at any regular meeting of the Corporation;

- (e) Rotary Foundation: The Rotary Foundation Committee shall be responsible for developing and implementing plans to support the Rotary Foundation through both financial contributions and program participation.
- (f) Fundraising: The Fundraising Committee shall be responsible for developing and implementing community fundraising projects to maximize the Corporation's ability to fulfill the Service Projects Committee's mandate.

Except as otherwise provided in the by-laws of the Corporation, all committees are subject to the following:

- (g) The chair and members shall be appointed by the Board from among the members of the Corporation who are in good standing;
- (h) The chair and members shall be a member of such committee for a term of at least three years and may be reappointed for one or more additional terms;
- (i) The President-Elect, President and Past-President shall ensure continuity of leadership and succession planning for each committee;
- (j) The committee shall meet at least monthly and more frequently at the will of its chair or as required by its terms of reference as requested by the Board;
- (k) The committee shall be responsible to and report after meeting to the Board; and

The committee may establish its own rules or procedure and may appoint subcommittees.

The President shall be ex officio a member of all committees.

AD HOC COMMITTEES

- 18. The directors shall have the power to set up ad hoc committees for any purpose within the scope of the letters patent of the Corporation. The President after consultation with the Board shall name a director to head such committee.

The existence of each such ad hoc committee shall be terminated automatically upon:

- (a) The delivery of its report;
- (b) The completion of its assigned task;
- (c) A change in the membership of the Board by which it was constituted; or
- (d) Resolution to that effect of the Board;

whichever first occurs.

Provided however, in the case of a termination pursuant to subsection (c), the Board may by resolution continue such ad hoc committee.

ADMISSION TO MEMBERSHIP

19. The name of a prospective member shall be proposed by an active member of the Corporation and submitted to the Board in writing through the Secretary. The Board shall ensure that the proposed member meets all the classification and membership requirements of the Corporation's Constitution. The Board shall approve or disapprove the proposed member within thirty days from the date the name was submitted to the Board. The Secretary shall immediately notify the proposed member of the Board's decision.

If the Board approves the proposed member, the Secretary shall inform the proposed member of the purposes of Rotary, the Corporation's Constitution, these by-laws and the privileges and responsibilities of membership in the Corporation. The proposed member shall sign the proposal form and permit his or her name and proposed classification to be published and/or released to the member of the Corporation.

A member may submit to the Secretary, in writing, an objection to the approval of the proposed member, stating reasons for the objection. If written objection is received within seven days following the publication or release of the name of the proposed member, the Board shall again vote on the approval or disapproval of the proposed member at the next meeting of the Board.

If no written objection is received within seven days following the publication or release of the name of the proposed member, or if the Board approves the proposed member despite an objection, the proposed member, upon payment of the admission fee referred to in Section 23 shall be considered to be admitted to membership of the Corporation.

Following the admission of the new member:

- (a) the new member shall be inducted into membership;
- (b) the President shall ensure the new member receives a membership card and new member literature shall assign a member to assist the new member's assimilation into the Corporation, and shall assign the new member to a committee; and
- (c) the President or Secretary shall report the new member's information to Rotary International.

EXECUTION OF DOCUMENTS

20. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Secretary and Treasurer or by any person authorized by the Board.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary and Treasurer or by any person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

CHEQUES, ETC.

21. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

BOOKS AND RECORDS

22. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

FEES AND DUES

23. Subject to the Corporation's Constitution, each member shall pay to the Corporation a one-time fee in the amount of \$75.00, payable prior to the becoming a member, or such other amount as shall from time to time be fixed by unanimous vote of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

Each member shall pay to the Corporation dues in the amount of \$220.00 each year, payable in quarterly installments, or such other amount and payment schedule as shall from time to time be fixed by unanimous vote of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

ANNUAL AND OTHER MEETINGS OF MEMBERS

24. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of directors elected, officers elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of directors or the President shall have power to call at any time a general meeting of the members of the

Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every annual meeting shall be given to each member by sending the notice by prepaid mail or email, ten days before the time fixed for the holding of such annual meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

25. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Corporation.

ADJOURNMENTS

26. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of members shall consist of not less than one-third of the members.

VOTING OF MEMBERS

28. Each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he or she has paid all dues or fees then payable by him or her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the President shall

direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

FINANCIAL YEAR

29. Unless otherwise ordered by the Board of directors, the fiscal year of the Corporation shall terminate on the **June 30**.

INDEMNITIES TO DIRECTORS

30. Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

INSURANCE

31. The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

NOTICE

32. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the *Corporations Act*, the letters patent, the by-laws or otherwise to a member, director or officer shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him at his or her recorded address by prepaid air or ordinary mail, or if sent to him at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded

address of any member, director or officer in accordance with any information believed by him or her to be reliable.

CONFLICT OF INTEREST

33. Conflict of Interest:

- (a) Disclosure: A director or officer of the Corporation who,
 - (i) is a party to a contract or transaction or proposed contract or transaction with the Corporation; or
 - (ii) is a director or an officer of, or has an interest in, any person who is a party to a contract or transaction or proposed contract or transaction with the Corporation,

shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. If such contract provides no direct or indirect profit or remuneration to the director or officer, the director after disclosure may remain in office. If such contract provides any direct or indirect profit or remuneration to such director he or she shall resign forthwith.

- (b) By Director: The disclosure and resignation required by Section (a) shall be made, in the case of a director upon the earliest of:
 - (i) his or her obtaining knowledge of the existence of the contract or proposed contract;
 - (ii) at the meeting at which a proposed contract or transaction is first considered; or
 - (iii) if the director did not have an interest in a contract or proposed contract or transaction, upon his or her acquiring such an interest.
- (c) Director Not to Vote: A director referred to in Section (a) who remains in office shall not vote on any resolution to approve the contract or transaction.
- (d) General Notice of Interest: For the purposes of this Section a general notice to the directors by a director disclosing that he or she is a director or officer of or has an interest in a person and is to be regarded as interested in any contract made or any transaction entered into with that person, is a sufficient disclosure of interest in relation to any contract so made or transaction so entered into provided the provisions of Section (c) are followed with respect to approval of such a contract or transaction.

INTERPRETATION

- 34. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

AMENDMENTS TO BY-LAWS

35. These by-laws shall not be amended, added to, or changed in any way except in accordance with the *Corporations Act*.

ENACTED as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the XX day of XX.

President

Secretary

The foregoing By-Law No. 1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held at the City of Orillia, in the County of Simcoe at which a quorum was present on the XX day of XX, 2010.

President

Secretary