

BY-LAWS OF THE ROTARY CLUB OF GODERICH, ONTARIO, INCORPORATED
REFERRED TO AS THE ROTARY CLUB OF GODERICH
ENACTED MARCH 20, 2024

Article 1 - General

1.01 Definitions

- 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.
- Board:** The board of directors of this club.
- By-laws:** This by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force.
- Chair:** The chair of the board who is also the President.
- Director:** An individual occupying the position of director on this club's board.
- Extraordinary Resolution:** A special resolution whereby at least 80% of the members who vote at the meeting must vote in favour of the resolution, or all the members need to agree to it in writing. Each extraordinary resolution has to be voted on once a year.
- Member:** A member of this club is anyone with voting privileges.
- Members:** The collective membership of the Club
- Ordinary Resolution:** A resolution submitted to a meeting of the Board or members and passed at the meeting, with or without amendment, by a majority of the votes cast.
- Quorum:** The minimum number of participants who must be present when a vote is taken: a majority of the club's members for club decisions and a majority of the directors for board decisions as set out in article 3.08 and 11.02.
- RI:** Rotary International.
- Year:** The 12-month period beginning 1 July.
- Foundation:** The Goderich Rotary Charitable Foundation

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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1.03 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-law 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.

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of the President, Past President, President Elect, Secretary and Treasurer. 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 Board member may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

Article 2 - Board

The governing body of this club is its board of directors, consisting of 5-12 directors. At a minimum the following directors holding office of president, immediate past president, president-elect, secretary, treasurer and in conjunction with and to a maximum of seven additional directors which can be committee chairs as outlined in Article 6.3 or as directors at large. The number of seats on the board can be changed by resolution annually to the maximum number of directors

Article 3 – Directors & Officers

3.01 Election and Term

1. The Directors shall be elected by the Members at each annual meeting and will take office July 1 of the year following the annual meeting.
2. Two months prior to elections, a nomination committee chosen by the board determines any open board positions, invites members to serve as candidates for nomination, and/or to nominate other members who are known to be willing to serve. One month before elections, the committee then proposes a slate of officers and directors to be brought to the membership. Nominations can be accepted from the floor at the annual meeting. A final vote is taken once nominations are closed.
3. – The candidate who receives a majority of the votes for each office is declared to be elected to that office.
4. – If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement until the next election cycle.

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5. – If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement until the next election cycle.
6. – The terms of office for each role are:
 - i. Chair/President – one year
 - ii. President-elect – one year
 - iii. Immediate Past president – one year
 - iv. Secretary – one year and may stand for re-election
 - v. Treasurer – one year and may stand for re-election
 - vi. Director – one year and may stand for re-election
7. - The office of Chair and president is to be held by the same person.

3.02 Office Held at the Board's Discretion

Any officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

1. The Officer's successor being appointed,
2. The Officer's resignation, or
3. Such Officer's death.

3.03 Duties of the Officers

1. *President* - It will be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertains to the office of president. The office of president is the Chair of the Board.
2. *President-elect* - It will be the duty of the president-elect to serve as a director, and to preside at meetings of the club and the board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board.
3. *Secretary* - It will be the duty of the secretary to keep membership records; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI and perform other duties as usually pertain to the office of secretary.
4. *Treasurer* - It will be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board; and to report as required to RI, the semi-annual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semi-annual reporting period; and collect and remit RI official magazine subscriptions; and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of account, or any other club property.

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5. *Immediate Past President* - It will be the duty of the immediate past president to serve as a director and to provide and perform such other duties as may be prescribed by the President or the Board.
6. *Directors* attend club and board meetings and perform duties as may be prescribed by the president or the board.

3.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Club, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

3.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

3.06 Director Voting

Each Board member has one vote. Questions arising at any board meeting shall be decided by a majority of votes. In case of an equality of votes, the president shall not have a second or casting vote.

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3.07 Remuneration of Directors

The Board member shall serve as such without remuneration and no Officer or 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;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict-of-interest provisions of the Act.

3.08 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of Directors, save and except that the quorum may be reduced by the number of Directors that have a conflict of interest for those motions for which a conflict exists and has been disclosed.

3.09 Participation by Telephone or Other Communication Facilities

If all of the Directors of the Club consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.10 Right to Dissent

A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

1. the Director's dissent is entered in the minutes of the meeting;
2. the Director requests that his or her dissent be entered in the minutes of the meeting;
3. the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
4. the Director submits his or her dissent immediately after the meeting is terminated to the Board.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

1. causes his or her dissent to be placed with the minutes of the meeting; or
2. submits his or her dissent to the Board.

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Article 4 Protection of Directors and Others

Protection of Directors and Officers

No Director, Officer or committee member of the Club is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club 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:

1. complied with the Act and the Club's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Article 5 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Club or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Club 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 during which the contract or transaction is discussed, or vote on any resolution to approve any such contract or transaction.

Article 6 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary to achieve the club's annual and long-term goals. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
3. This club's committees comprise those listed:
 1. Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
 2. Public Image
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

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3. Club Administration
This committee should conduct activities associated with the effective operation of the club.
4. Service Projects
This committee should develop and implement educational, humanitarian, and Vocational and International projects that address the needs of its community and communities in other countries. The committee should develop and implement activities to raise funds to support the service projects undertaken by this club.
5. The Rotary Foundation
This committee should develop and implement plans to support The Rotary International Foundation through both financial contributions and program participation.

3. Additional ad hoc committees may be appointed as needed.

4. The president is an ex officio member of all committees.

5. Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Article 7 – Meetings

7.01 Regular Meetings

1. This club meets as follows: regular meetings shall be held the first and third Tuesday of the month at a time set by the board of directors. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.
2. Attendance at Club meetings may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
3. For good cause, the board may change a regular Club meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
4. The board may cancel a regular Club meeting for these reasons:
 1. a holiday, or during a week that includes a holiday;
 2. in observance of the death of a member;
 3. an epidemic or a disaster that affects the whole community; or
 4. an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

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5. The club must meet at least twice per month.
6. The club will not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

7.02 Special Meetings

The Directors may call a special meeting of the Members.
The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of the eligible votes of the Club. The meeting is to be held within 21 days after receiving the requisition unless the Act provides otherwise.

7.03 Annual Meeting

An annual meeting of this club is held no later than 31 December to elect officers and directors who will serve for the next Rotary year beginning July 1st. The annual members meeting is outlined in Article 11.

7.04 Board Meetings

- 1 – Regular Board meetings are held each month. Meetings may be called by the President or any two Directors at any time and any place on notice. Special meetings of the board can be called with at least 10 days and not more than 50 days' notice by the President or upon the request of two directors.
- 2.– Within 30 days after all board meetings, written minutes should be available to all members.

7.05 Notice of Meetings

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any meeting shall be given in the manner specified in the *Act* to each Member, each director, and if applicable to the auditor or person appointed to conduct the appropriate review. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

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Article 8 – Dues

Annual club dues shall be as approved by the majority of the membership present at the annual members' meeting of the club or at a special regular meeting held for this purpose. They are paid as follows: semi annually July 1 and January 1. Annual club dues include RI per capita dues, a subscription of The Rotarian or a Rotary regional magazine, general liability insurance coverage, district per capita dues, club fees, Club Runner fees and any other Rotary or district per capita assessment.

Article 9 - Finances

- 1 – Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.
- 2 – The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two components: one for club operations and one for service projects.
- 3 – Bills are paid by the treasurer and another authorized officer once approved and agreed to by one other Board member as evidenced by their initial or signature or in an email acknowledging same.
- 4 – A qualified person conducts a thorough annual review of all financial transactions.
- 5 – At the annual meeting members will receive an annual financial statement of the club together with a YTD interim financial report, with current and previous year income and expenses.
- 6 – The fiscal year is from 1 July to 30 June.

Article 10 - Members

10.01 Members

Membership in the Club shall consist of adult persons interested in furthering the Club's purposes and who have been accepted into Membership in the Club by resolution of the Board. The membership can include corporate bodies that have designated employees as their representatives. No member shall simultaneously belong to this and another Rotary club.

10.02 Membership

Membership shall continue during the existence of this club. A membership in the Club is not transferable and automatically terminates when:

1. the Member resigns in writing addressed to the President or Secretary and discharges all debt obligations
2. The Member dies;
3. The membership is terminated by the Board for cause - see Article 10.04

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10.03 Method of Electing Members

1. A member of this club or another club proposes a candidate for membership to the board and/or the membership committee.
2. The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.
3. Existing active members have the opportunity to provide a written objection to the proposal, stating reasons, and deliver the objection to the board within seven (7) days following publication of information about the prospective member. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.
4. If the board approves the candidate's membership, the prospective member is invited to join the club.
5. Following the election, the president shall arrange for the new member's induction, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's integration into the club as well as assign the new member to a club project or function.

10.04 Termination of Membership

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for cause as outlined in the Manual of Procedure.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article 11 - Members' Annual Meeting

11.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board as set out in Article 7.03. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting with a copy of the approved financial statements, auditor's report or review engagement report (if applicable) and other financial information required by the By-laws or articles.

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The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. Report of the auditor or person who has been appointed to conduct the appropriate level of review as laid out in the Act.
5. A resolution to reappointment or a new appointment of the auditor or a person to conduct the appropriate review for the coming year;
6. an extraordinary resolution to have a review engagement instead of an audit, or to not have an audit or a review engagement, as set out in the *Act* by categories of the Club's annual income.
7. a resolution to elect Directors; and
8. such other or special business as may be 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 has given notice to the Club of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

11.02 Quorum

A quorum for the transaction of business at a members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

11.03 Chair of the Meeting

The President of the Board shall be the chair of the Members' meeting. In the President's absence, the Members present at any Members' meeting shall choose another Director as chair. If no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

11.04 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

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5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion;
7. voting by proxy is not permitted.

11.05 Adjournments

The 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 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.

11.06 Persons Entitled to be Present

The only persons entitled to attend a members' annual meeting are the Members, the Directors, the auditors of the Club (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 of the meeting or with the majority consent of the Members present at the meeting.

Article 12 - Goderich Rotary Charitable Foundation Membership

Upon induction into the Rotary Club of Goderich, the club secretary shall make immediate application for the new member into the Goderich Rotary Charitable Foundation. Such membership shall be deemed automatic unless the member is advised otherwise within 30 days by the Foundation board of directors.

Article 13 - Auditors

13.01 Appointment

At the annual meeting of the Club, the Members may appoint a licensed public accountant under the *Public Accounting Act (Ontario)* as auditor to hold office until the next annual meeting (unless waived). If no such appointment is made or waived, the auditor in office shall continue in office until a successor is appointed.

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13.02 Qualifications

No person shall be appointed as auditor of the Club who:

1. is a business partner, a Director, or an Officer of the Club or any of its affiliates, or is a business partner of any Director, or Officer of the Club or any of its affiliates;
2. beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the Club or any of its affiliates; or
3. has been a receiver, receiver-manager, liquidator or trustee in bankruptcy of the Club or any of its affiliates within two (2) years before the person is proposed to be appointed as auditor of the Club or to conduct a review engagement of the Club.

Article 14 Notices

14.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Club and to the auditor or the person who has been appointed to conduct a review engagement at its business address. If no address is given then to the last address of such Member or Director known 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.

14.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 15 - Borrowing By-law

BE IT ENACTED as a by-law relating to the borrowing powers of the Board of the Rotary Club of Goderich that:

1. The Directors shall from time to time:
 1. Borrow money on the credit of the Rotary Club of Goderich (the club);
 2. Issue, sell or pledge securities of the club;
 3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the club including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the club.
2. The powers hereby conferred will be deemed to be in supplement of any and not in substitution for any powers to borrow money for the purposes of the club possessed by its directors or officers independently of a borrowing by-law.

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Article 16 - Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and by means of an extraordinary resolution to support the change. Changes to these bylaws are to be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies. The Not-for-Profit Corporations Act, 2010 (Ontario) regulations supersede Rotary International regulations.

Enacted by the Board on _____ March 20, 2024 _____

Enacted by the members on _____ April 16, 2024 _____

Rosemary Davis
President

Alice Sikma
Secretary

These By-Laws were last revised October 2018