



A bylaw relating generally to the conduct of the affairs of **Rotary International District 5370** (the "Corporation").

**BE IT ENACTED** as a bylaw of the Corporation as follows:

**1. Definitions**

"**AGM**" means an annual general meeting at which Membership is invited to attend and vote on corporate matters.

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time-to-time.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

"**Board**" means the Board of Directors of the Corporation. These positions are held without remuneration or compensation and are elected by the membership at large.

"**Board Committees**" means Officers Committee, Governance Committee, Finance Committee, Membership Committee, Nominating Committee, and other committees designated by the Board from time-to-time.

"**Bylaw**" means this Bylaw and any other Bylaw of the Corporation as amended and which are, from time to time, in force and effect.

"**CEO**" means Chief Executive Officer.

"**Club(s)**" means a Rotary, Rotaract, or other club(s) designated as Rotary.

"**Contracts, documents or instruments in writing**" means legal or financial contracts requiring execution by the Corporation.

"**Corporation**" means District 5370.

"**DG**" means District Governor, CEO, and Director of District 5370.

"**DG-Elect**" means the incoming DG.

"**DG-Nominee**" means the Rotarian selected as the incoming DG-Elect.

"**Director**" means the directors of the Corporation duly elected at the SGM.

"**District**" means the group of Clubs within a geographical boundary established by RI.

"**District 5370**" means Rotary International District 5370, a body corporate without share capital for the purpose of carrying on objects of a charitable character as a not-for-profit corporation without pecuniary gain to its Members.

"**District Committees**" means committees established by the Board to support operations of District 5370.

"**Officer**" means the Directors that hold the position of DG, DG-Elect, Past-DG, Secretary, and Treasurer.

"**Member(s)**" and/or "**Membership**" means those Club(s) in possession of an RI charter and designated to be in District 5370.

"**Past-DG**" means the immediate past-DG who has just completed the term as DG.

"**Per Capita Levy**" means a Membership fee based on a per capita levy approved by Membership.

"**Proposal**" means a proposal submitted by a Member of the Corporation meeting the requirements of the Act.

"**Quorum**" means the minimum number of Members who must be present when a vote is taken to validate the proceedings.



**"Resolution"** means a resolution passed by a majority of the Membership's votes cast on that resolution.

**"RI"** means Rotary International and all associated charter and bylaws.

**"RF"** means the Rotary Foundation.

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time-to-time.

**"SGM"** means a special general meeting at which Membership is invited to attend and vote on corporate matters.

**"SMM"** means a requisition from Members for a special member's meeting separate from the AGM and/or SGM.

**"Term"** means from July 1 to June 30 in compliance with the RI year.

## 2. **Interpretation**

Words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

If any provision of these by-laws is not in conformity with the constitution, by-laws or policies of Rotary International ("RI") as amended from time to time, the terms of the constitution, by-laws or policies of RI shall prevail at all times to the extent that those provisions are not in conflict with the Act governing the Corporation.

## 3. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time-to-time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of same.

## 4. **Financial Year End**

The financial year end of the Corporation shall be June 30 in each year.

## 5. **Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by Resolution.

## 6. **Borrowing Powers**

The Directors of the Corporation may, with authorization by Resolution of the Membership, borrow money on behalf of the Corporation.

## 7. **Financial Statements**

The Corporation may send copies of annual financial statements and other documents referenced in the Act to Membership by regular mail, electronic mail, or by publishing a notice regarding same and confirming the availability of copies at the Corporation's registered office.



**8. Membership Conditions**

Membership shall be comprised of and limited to those Clubs in possession of an RI charter and designated to be in District 5370. The addition or removal of a Club(s) from RI shall immediately and automatically result in the corresponding change at District. A Resolution of the Members is required to amend Membership rights and/or conditions.

**9. Transferring Membership**

The interest of a Member in District 5370 is not transferable.

**10. Notice of Members' Meetings**

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic, or other communication facility, at least 21 days in advance of the meeting. If a member requests notice be given by non-electronic means, the notice will be sent by mail or courier.

**11. Members Calling an SMM**

The Board shall call a SMM on written request of Members, clearly stating the purpose for same and carrying not less than 25% of voting rights. If the Board does not call the SMM within 21 days of receiving the requisition, Member(s) who signed the requisition may call the meeting.

**12. Absentee Voting at Members' Meetings**

Members entitled to vote, may do so by means of a telephonic, electronic, or other communication facility if the Corporation has a system that:  
enables votes to be gathered in a manner permitting subsequent verification; and,  
permits tallied votes to be presented to the Corporation without the possibility to identify how each member voted.

**13. Membership Dues**

A Per Capita Levy shall be determined at the District AGM or SGM and levied to Membership.

**14. Termination of Membership**

A Membership in District 5370 shall be terminated when its Membership in RI is terminated pursuant to the RI bylaws.

**15. Effect of Termination of Membership**

Upon any termination of Membership by RI, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

**16. Discipline of Members**

RI conducts any discipline, suspension, or termination for cause of Membership and District 5370 shall immediately and automatically comply with any corresponding change(s) to District Membership as directed by RI.



**17. Annual General Meeting**

District 5370 shall hold its AGM each year on or before October 31 and shall present the fiscal year-end financial statements at that time.

**18. Special General Meeting**

District 5370 shall hold a SGM each year on or before May 31, whereby Membership shall approve the budget for the next fiscal year and any Board vacancies.

**19. Cost of Publishing Proposals for Annual Members' Meetings**

A Member submitting a Proposal shall pay associated costs, unless otherwise provided by Resolution of the Members present at the meeting.

**20. Place of Members' Meeting**

Subject to legal compliance, meetings of the Members may be held at any place within its geographical area.

**21. Chair of Members' Meetings**

The DG shall chair the AGM, SGM and SMM. If the DG is absent, the DG-Elect shall chair. If both the DG and DG-Elect are absent, the Membership present and entitled to vote shall choose another Past DG as chair of the meeting. If a Past-DG is not available, the Members present and entitled to vote shall choose one of their delegates to be the Chair.

**22. Quorum at Members' Meetings**

A Quorum at any meeting of the Members shall be a majority of the Members entitled to vote. If a Quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a Quorum is not present throughout the Meeting.

**23. Voting at Members' Meetings**

Every question shall be determined by a majority of the votes cast on the questions.

**24. Participation by Electronic Means at Members' Meetings**

Meetings of the Members may be held in person or electronically.

**25. Members' Meeting Held Entirely by Electronic Means**

If meetings of the Members are held electronically, all Membership must be able to participate and communicate with each other during said meeting.

**26. Number of Directors**

The Board of District 5370 shall consist of a maximum of thirteen (13) Directors.



**27. Length of Service of Directors**

The length of service of any Director is a two year term and the Directors may be eligible to serve one additional consecutive two year term. There must be a minimum one-year absence from the Board prior to serving any future additional terms.

**28. Calling of Meetings of Board of Directors**

Meetings of the Board shall be called by the DG. In the absence of the DG, meetings of the Board shall be called by the DG-Elect.

**29. Notice of Meeting of Board of Directors**

Directors are notified at least seven days prior to the scheduled meeting of the time and place as follows:

- by telephonic, electronic, or other communication facility at the Director's recorded address for that purpose; or,
- by an electronic document.

A notice of meeting does not require detailed purpose or business to be transacted at the meeting, except a notice of Meeting of Directors.

**30. Regular Meetings of the Board of Directors**

The Board may appoint a day(s) in any month(s) for regular Board Meetings at a place and hour to be named. Confirmation of same shall be sent to each Director forthwith if passed, but no other notice shall be required for any such regular Meeting.

**31. Voting at Meetings of the Board of Directors**

At all Board Meetings, every question shall be decided by a majority of the votes cast on the question. The Chair shall only vote in the event of an equality of votes; and, when required shall have the casting vote.

**32. Committees of the Board of Directors**

The Board may appoint or dismantle any Committee or other advisory body, deemed necessary or appropriate, with such responsibilities as the Board shall determine.

**33. Officers**

The Officers of the Corporation are:

- a. the DG-Elect;
- b. the DG;
- c. the Immediate Past-DG; and,
- d. the Secretary and Treasurer (these two positions may be combined).

Officers of the Corporation

Officers shall have the following duties and responsibilities associated with their positions:



## District 5370

- a. **Chair of the Board/CEO** – Accountable to the Board, the DG shall hold two roles:  
As Chair of the Board and when present, preside at all meetings of the Board and of the Membership. In addition, the Chair shall have such other duties and powers as the Board may specify. As CEO, responsible for implementing the strategic plans and policies of the Board in collaboration with the direction of RI. The CEO shall be delegated the responsibilities to manage the affairs of the Corporation.
- b. **Vice-Chair of the Board** – The DG-Elect shall be Vice-Chair of the Board. If the Chair is absent or is unable or refuses to act, the DG-Elect shall, when present, preside at all meetings of the Board and of the Membership. The Vice-Chair shall have such other duties and responsibilities as the Board may specify.
- c. **Secretary** – If appointed, the Secretary shall:
  - i. enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at Board and Member's Meetings;
  - ii. give, or cause to be given, as and when instructed, notices to Membership, Directors, and the public accountant; and,
  - iii. be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.
- d. **Treasurer** – As appointed, the Treasurer shall have such powers and duties as the Board may specify.

### 34. Officer and Director Vacancies

Each incumbent Officer and/or Director shall continue in office until the earlier of:

- a. such resignation which shall be effective at the time the written resignation is received by the District
- b. Secretary or at the time specified in the resignation, whichever is later;
- c. that Officer and/or Director ceases to be a Member of the Board;
- d. that Officer and/or Director dies; or becomes incapacitated;
- e. that Officer and/or Director is suspended or expelled.

The Board shall have authority to suspend or expel any Officer or Director, with the exception of the DG as outlined by RI, from the Corporation for any one of the following grounds:

- a. violating any provision of the Articles, Bylaws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

If the office of any of the appointed Officers and/or Directors shall be or become vacant, the Board may fill the vacancy on an interim basis.



**35. Method of Giving Notice**

Any mandatory notice, communication, or document, other than notice of Board or Member meetings, shall be delivered to the last recorded address of the Member as recorded in the Corporation's records.

Notice is deemed given when the message is:

- a. delivered personally to the person; or,
- b. mailed to the person using a trackable delivery; or,
- c. by electronic communication to the person at the time it is dispatched or delivered.

**36. Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, or public accountant, or the nonreceipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws 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.

**37. Mediation and Arbitration**

The Board shall ensure the availability of a mediation and/or arbitration process for disputes or controversies among Members, Directors, Officers, or volunteers of the Corporation.

**38. Bylaws and Effective Date**

Any change to the Bylaws requires a two-thirds majority vote of the Membership and is effective upon Resolution passage.

**39. Notice of Dissolution**

The DG shall provide the Board immediate notice of any dissolution or other change in the status of the Corporation. District 5370 shall immediately and automatically cease operations and begin dissolution upon directive of the RI Board or upon the approval of two-thirds of the members in a vote at a duly called SGM. The DG shall provide the Board notice of a decision by District 5370 to dissolve the Corporation and, shall provide a final report upon the completion of the dissolution process.