The Rotary Club of Dundas Ontario, Canada

By-law 2025

Relating generally to the transaction of the affairs
of the Rotary Club of Dundas Ontario, Canada.

BE IT ENACTED as a by-law of the Rotary Club of Dundas Ontario, Canada as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Hamilton (Dundas) in the Province of Ontario and at such place therein as the directors may from time to time determine.

2. BOARD OF DIRECTORS/OFFICERS

Section 1: The affairs of the Corporation shall be managed by a Board of-directors, each of whom at the time of his election, and throughout his term of office, shall be a member of the Club. The Club may determine the number of Directors from time to time within the limits of our Articles of Incorporation. Each officer of the Club shall be a Director, and the officers of the Club shall be a President, a Secretary, and a Treasurer, 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 at the same time except for the President. Any retiring or past Director or Officer shall be eligible for re-election if otherwise qualified.

Section 2: 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 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 term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3. ELECTION of DIRECTORS and OFFICERS

Section 1: The Directors and Officers of the Corporation elected or appointed prior to the date hereof shall remain and continue in office until the expiration of his term or until his successor has been appointed or elected.

Section 2: At the next annual meeting of the members following the date hereof and at each succeeding annual meeting of the members, directors and officers shall be elected by the members for the terms as hereinafter provided or until his successor has been appointed or elected:

One director for a term of three years and to the following offices:
President-Elect for the first year of his term;
President for the second year of his term;
Past President for the third year of his term.
One director for a term of one year and to the office of Secretary.
One director for a term of one year and to the office of Treasurer.
One director for a term of one year and to the duty of Sergeant-at-Arms.
Any additional directors each for a term of one year.

Section 3: A vacancy on the Board of Directors, and his office held, if any, shall be filled by action of the remaining members of the Board, so long as a quorum of Directors remain in office.

Section 4: A vacancy in the position of any Director-Elect, and his office held, if any, shall be filled by action of the remaining directors-elect, so long as a quorum of directors-elect remain.

4. DUTIES of OFFICERS and DESIGNATED DIRECTORS

Section 1: *President.* It shall be the duty of the President to preside at meetings of the members and of the Board, and perform such other duties as ordinarily pertain to the office of president.

Section 2: *President-elect.* It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the Corporation and to perform such other duties as may be prescribed by the president or the Board.

Section 3: *Past President.* It shall be the duty of the Past President to preside at meetings of the members and board in the absence of the President, to perform such other duties as ordinarily pertain to the office of a past president, and such other duties as may be prescribed by the President or the Board.

Section 4: *Secretary.* The Secretary shall be ex-officio clerk of the Board of Directors. He 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 shall give all notice required to be given to members and to directors. He 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 shall forthwith deliver up to such person or persons named by the Board by resolution of the Board of Directors. He shall perform such other duties as may from time to time be determined by the Board of Directors.

Section 5: *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Corporation annually and at any other time upon request by the Board and to perform other duties as pertain to the office of Treasurer.

Section 6: *Sergeant-at-Arms.* The duties of the Sergeant-at-Arms shall be such as are usually prescribed to such office and such other duties as may be prescribed by the President or the Board.

Section 7: *Other Officers*. The duties of all other officers of the Corporation shall be as the terms of engagement call for, or the Board of Directors requires of them.

5. FINANCES

Section 1: The Treasurer shall deposit all funds of the Corporation in some bank and/or financial institution to be named by the Board.

Section 2: All bills shall be paid only upon vouchers signed by the President or the Director responsible for the budget line, or the designate of the Board of Directors.

Section 3: The Officer or Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Corporation, cost of bond to be borne by the Corporation.

Section 4: Unless otherwise ordered by the Board of Directors**, t**he fiscal year of the Corporation shall terminate on June 30th in each year.

Section 5: At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall be presented to the members for approval, and if so approved, shall stand as the limit of expenditures for their respective purposes, unless otherwise ordered by action of the Board, which action must be presented to, and approved by, the members.

Section 6: A thorough review of the Corporation's financial transactions shall be made by a qualified person each year. Such person shall be designated by the Board.

6. METHOD OF ELECTING MEMBERS

Section 1: The name of the prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2: The Board shall ensure that the proposal meets all the classification and membership requirements of the Corporation's Constitution.

Section 3: The Board shall approve, or disapprove, the proposal within 30 days of its submission and shall notify the proposer through the Secretary of its decision.

Section 4: If the decision of the Board is favourable, 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 name and proposed classification to be published to the members.

Section 5: If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the Corporation within seven (7) days following publication of information about the prospective member, that person upon payment of the admission fee, dues, and other such amounts as may be prescribed by the Corporation, if any, and compliance with other requirements prescribed by the Corporation, (if not honorary membership), shall be considered to be elected to membership.

If any 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, upon payment of the admission fee, dues, and other such amounts as may be prescribed by the Corporation, if any, and compliance with other requirements prescribed by the Corporation, (if not honorary membership), shall be considered to be elected to membership.

Section 6: Following the election, the President shall arrange for the induction of the new member; the Secretary shall issue Corporation prescribed amenities, and shall report the new member to RI. The Corporation designee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

7. FEES and DUES

Section 1: *Admission Fee.* The admission fee shall be fixed by the Directors from time to time and approved at a meeting of members for that purpose. The admission fee shall be paid before the applicant can qualify as a member.

Section 2: *Membership Dues.* The membership dues shall be as fixed by the Directors from time to time and approved at a meeting of members for that purpose. Those dues shall include the amount of the dues set by Rotary International from time to time and which include each member's subscription to *The Rotarian* magazine. Dues shall be payable semi-annually on the first days of July and January.

8. QUORUM and MEETINGS of the BOARD OF DIRECTORS

Section 1: A majority of Directors shall form a quorum for the transactions 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 Past President, or by the Secretary on direction in writing by two Directors. Notice of such meetings shall be delivered not less than five days before the meeting is to take place, or shall be mailed to each Director not less than seven 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 meetings no notice need be sent. A Directors' meeting may also be held without notice immediately following the Annual Meeting of the members. The Directors may consider or transact any business either special or general at any meeting of the Board.

Section 2: *Errors In Notice, Board of Directors*. 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.

Section 3: *Voting, Board of Directors*. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any 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. The declaration by the Chairman that a resolution has been carried, and 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. In the absence of the President his duties may be performed by the Past President or such other Director as the Board may from time to time appoint for the purpose. Where there is a vacancy or vacancies in the Board, the remaining Directors shall exercise all the powers of the Board so long as a quorum of the Board remains in office.

Section 4: *Powers*. The Directors of the Corporation may administer the affairs of the Corporation in all things and make 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.

Section 5: *Remuneration of Directors and/or officers*. Neither Directors nor Officers shall receive remuneration for acting as such.

9. MEETINGS of MEMBERS, QUORUM

Section 1: The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine, on such date and at a time approved by the Board of Directors.

Section 2: The Board of Directors or the President or Past President shall have power to call at any time a general meeting of the members of the Corporation.

Section 3: 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 Treasurer shall be presented, and Directors and Officers elected.

Section 4: ***Notice -*** No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member ten days before the time affixed for such meeting in accordance with Section 17, 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.

Section 5: ***Error or Omission in Notice****:* 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.

Section 6: ***Adjournments***. Any meetings of the members 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.

Section 7: ***Quorum of Members***. A quorum for the transaction of business at any meeting of members shall consist of a majority of the members present in person.

10. VOTING of MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, 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 has paid all dues or fees, if any, then payable by him. 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 be 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 Chairman 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 recorded 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 Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes of any general meeting whether by a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

11. RESOLUTIONS

No resolution or motion to commit the Corporation to any project, fundraising, undertaking or the application of funds in excess of any amount approved in the annual budget of the Corporation shall be considered by the members until it has been considered by the Board. Such resolutions or motions, if offered at a meeting of members, shall be referred to the Board without discussion. Following consideration by the Board, the matter of the resolution shall be returned to the membership for decision.

12. EXECUTION of DOCUMENTS

Section 1: Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Past President, and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Section 2: Contracts and funding proposals in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or Past President, or by any person authorized by the Board.

Section 3: The President, Past President, Secretary, or any person or persons from time to time designated by the Board of Directors, may transfer any and all shares, bonds, securities, or other financial instruments from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, securities or other financial instruments from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, securities or other financial instruments on the books of any company or corporation.

Section 4: Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

13. CHEQUES AND FINANCIAL INSTRUMENTS

All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents 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, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation.

Any one of such officers or agents 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 for settlement of balance and release or verification slips.

14. BOOKS and RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any particular statute or law are regularly and properly kept. Upon retirement from office, the retiring director, officer or member shall hand over to the incoming director, officer or member all funds, official documents and materials related specifically to the position from which he is retiring.

15. INDEMNITIES to DIRECTORS and OTHERS

Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, and 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 such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him or her, 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 office;

(b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs there of, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

16. For the PROTECTION of DIRECTORS and OFFICERS

Section 1: No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee for joining in any receipt or any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 monies 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 company with whom or which any monies, 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 such Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or Officer's own wrongful and willful act or through his or her own wrongful neglect or default.

Section 2: The Directors for the time being for 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, if any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is

employed or performs services for the Corporation, the fact of his being a director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation, shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

17. NOTICE

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally, by electronic mail or by any other communication technology, or telegraphed, or by depositing same in the post office or public letter-box, in a pre-paid, sealed wrapper addressed to the Director, Officer or member at their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as foresaid or date and time sent by electronic means. For the purpose of sending any notice the address of any member or Director shall be his last address (physical or electronic) as recorded on the books of the Corporation.
"Deliveries" or "mailings" are as defined in our Constitution to include technology familiar to, and acceptable to, the members. Mailings are via Canada Post or an acceptable alternate service.

18. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

19. INTERPRETATION

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

20. AMENDMENTS

This by-law may be amended at any meeting of members, a quorum being present, by a majority of the votes of all members present in person, provided that notice of such proposed amendment shall have been given to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and by-laws of Rotary International.

21 ACTIVATION:

This by-law shall come into force on 27 May 2025. Upon this by-law coming into force all prior by-laws and any by-law amending same are repealed provided that such repeal shall not affect the previous operations of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred or validity of any contract or agreement made pursuant to any such by-laws prior to its repeal.

Enacted by the Membership in a Club Assembly on the 27th day of May, 2025.

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Stan Nowak, President *Gary D. Caldwell,* Secretary