

# BY-LAW #1-2024 (this “By-Law”)

of

## THE ROTARY CLUB OF NORFOLK SUNRISE

### 1. GENERAL

#### 1.1. Definitions

In this by-law, unless the context otherwise required:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context permits, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**By-laws**” means this By-Law (including the schedules to this By-Law) and all other by-laws of the Corporation as amended and which are, from time to time in force and effect;
- (d) “**Club**” or “**Corporation**” means the corporation that passed these by-laws under the Act, being The Rotary Club of Norfolk Sunrise;
- (e) “**Director**” means an individual occupying the position of director of the Corporation;
- (f) “**Member**” means a member of the Corporation;
- (g) “**Members**” means the collective membership of the Corporation; and
- (h) “**Officer**” means an officer of the Corporation.

#### 1.2. Interpretation

Other than as specified in Section 1.1, 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.

#### 1.3. Incorporation of Constitutions

This By-Law shall be read together with the Constitution of the Club, attached hereto as Schedule “A”, as approved by the Members effective December 23, 2020, and the Constitution of Rotary International, attached as Schedule “B”, which constitutions shall form part of and be incorporated by reference in this By-Law; and all of which shall be read, in so far as possible, consistent with and complimentary to each other except: (i) as such portions are expressly derogated from in section 16 below; and (ii) any inconsistency or invalidity with the Act.

#### 1.4. Severability and Precedence

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

## **2. BOARD OF DIRECTORS, OFFICERS**

**2.1.** The governing body of this Club shall be the Board of Directors and shall include the Officers and the Directors elected to the positions of chair of the committees of the Board plus those Active Members who hold the position(s) of Foundation Chair and of the Club Counsellor, as applicable. Only Active Members of the Corporation (not Honorary Members) of the Corporation shall be entitled to be directors.

**2.2. Directors.** The Officers shall be elected in accordance with Article 0 and Article 6 and shall be comprised of the President, Immediate Past-President, President-Elect, Secretary, and Treasurer. Two or more offices of the Corporation may be held by the same person.

**2.3. Officers** shall be elected by the Members, as in Article 0 and Article 6, and at the Annual Meeting. Only Active Members of the Corporation (not Honorary Members) shall be entitled to be Officers.

**2.4.** The **slate of Directors** shall be proposed by the President-Elect for approval by the Members pursuant to Article 0 and Article 6.

**2.5. Chair of the Board.** The Board shall appoint a Chair from among the Directors at the Board's first meeting following the Annual Meeting, which, absent any resolution to the contrary, shall be deemed to be the President.

**2.6. Office of President.** Notwithstanding anything else in this By-Law (inclusive of any schedules hereto) two persons may be elected to the office of President for a single term and cooperate in the fulfillment of duties as ordinarily pertain to the office of President as provided in this By-Law or as specified by the Board of Directors from time to time and, in that case, such persons may be referenced as either President or Co-President. Further, the Board may specify such further and other duties and may delegate to the offices of Immediate Past-President and President-Elect duties as may ordinarily pertain to the office of President.

## **3. ELECTION OF OFFICERS AND DIRECTORS**

### ***3.1. Nomination of Officers.***

- (a) At a regular Club meeting at least two weeks prior to the Annual Meeting, the President's Advisory Council (the "Council") shall present a slate of candidates for the offices of President, President-Elect, Secretary and Treasurer. In addition, the Council shall request nominations from the membership at this meeting. Such notices shall be published in the Club Bulletin or by other electronic means.
- (b) The President's Advisory Council shall observe the following directives in proposing candidates for officers:
  - i. Prospective nominees shall be approached, and their consent obtained previous to the announcement of the candidates;
  - ii. the office of the President will be for a one-year term;
  - iii. the Secretary and Treasurer may be continued in office until their successors are elected.
- (c) The nominations, as presented by the President's Advisory Council, together with nominations from the Members, if any, shall be voted upon at the Annual Meeting. Nominations for Members shall be received at least ten (10) days prior to the Annual Meeting.

- (d) In the absence of the Council or a slate of candidates from the Council, the Board shall present such slate of candidates in the manner aforesaid.

### ***3.2.Election of Directors***

No later than the first regular meeting in April in each calendar year, the President-Elect shall present a slate of Directors for election as per section 6.2

### ***3.3. Filling Vacancies of Officers, Directors***

A vacancy in any office shall be filled as follows:

- (a) For officers, the voting shall take place at a regular meeting of the Club provided that ten (10) days' notice is given to the members of the Club in advance of the meeting, and
- (b) For directors, the Board will appoint a member to complete the term; provided 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 of the Corporation, 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.

### ***3.4. Removal of Officers, Directors***

The Members of the Corporation may, by ordinary resolution at a special meeting, remove from office any Director or Officer.

## **4. DUTIES OF OFFICERS**

### ***4.1. President***

It shall be the duty of the President to preside at meetings of the Members and the Board, and to perform such other duties as ordinarily pertain to the office of President, including representing the Club at functions and events as may be required and appropriate. The President shall prepare agendas for the Member and Board meetings. The President shall ensure that the Club adheres to the Constitution, By-Laws and Policies including the Club's Strategic Plan.

### ***4.2. President-Elect***

It shall be the duty of the President-Elect to preside at meetings of the Members and the Board in the absence of the President, serve as a Director and to perform such other duties as ordinarily pertain to the office of President-Elect. No later than June 1 prior to taking office as President, the President-Elect shall develop an action plan to address compliance with and implementation of the Club's Strategic Plan and shall present the plan to the President's Advisory Council for discussion and review by the Council.

### ***4.3. Secretary***

- (a) It shall be the duty of the Secretary to keep the records of membership, record and preserve the minutes of Club and Board meetings, make the required reports to Rotary International, and perform such other duties usually pertain to the office of Secretary.
- (b) Reports to Rotary International shall include:
  - i. the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1 and July 1 of each year;
  - ii. prorated reports to the General Secretary on October 1<sup>st</sup> and April 1<sup>st</sup> of each active, senior active, and past service Members who have been elected to membership in the

- Club since the start of the July or January semi-annual reporting periods, and
- iii. the report of changes in Members, which shall be made to the General Secretary of Rotary International.
- (c) Some of the duties of the Secretary may be assigned by the Board to one or more Members that are not Officers.

#### ***4.4. Treasurer***

- (a) It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board, and to perform such other duties as ordinary pertain to the office of Treasurer.
- (b) The Treasurer shall deposit all funds of the Club in a chartered Canadian bank, as approved by the Board.
- (c) The Treasurer shall manage the various bank accounts, keeping separate the funds collected for charitable purposes, Club operations, Club service/programs, and Investments.
- (d) Some of the normal duties of the Treasurer may be assigned by the Board to a paid bookkeeper who may or may not be a member of the Club.
- (e) The Treasurer, together with the President-Elect, shall appoint a Finance Committee to assist and oversee the work of the Treasurer. The Treasurer shall chair this committee. This committee will assist the Treasurer to develop financial policies and practices, including the method of billing and payment of fees and dues and to oversee the financial management of the Club.
- (f) At the Annual Meeting, the Treasurer shall present the financial statements for the Club and the Fund for the previous fiscal year and shall present a mid-year financial report for information and discussion.
- (g) Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of accounts, access information including passwords, or any other Club property.

#### ***4.5. Immediate Past-President***

It shall be the duty of the Immediate Past-President to serve as Director of the Board, chair the President's Advisory Council, and to perform such other duties as ordinarily pertain to the Office of Immediate Past-President. The Immediate Past-President shall conduct a review of the Club's Constitution, By-Laws, Policies and Strategic Plan and recommend to the Board any amendments.

#### ***4.6. Club Counsellor.***

The person appointed to this role shall be responsible to (i) promote conduct by Members and other participants in Rotary programs that is consistent with the Club's Constitution, (ii) act as intermediary in the event a complaint is lodged, (iii) promote the development of and compliance with policies and procedures intended to protect Members and others associated with the Club, and the people they interact with, and (iv) promote diversity, equity and inclusion within the Club.

#### ***4.7. Foundation Chair.***

The person appointed to this role is responsible to inspire Members to donate to The Rotary Foundation, to raise funds for submission to The Rotary Foundation, and to participate in The Rotary Foundation's activities.

#### **4.8. Board may Specify Duties**

Notwithstanding the foregoing, from time to time, the Directors may specify such further and other duties of the Officers and may delegate to such Officers powers to manage the activities and affairs of the Corporation.

### **5. MEETINGS**

#### **5.1. Annual Meeting**

- (a) The Annual Meeting of the Corporation shall take place no later than December 31 each year;
- (b) One -half of the active Members shall constitute a quorum at the Annual Meeting.
- (c) At the discretion of the Board, the Annual Meeting may be held by electronic means.

#### **5.2. Regular Club Meetings**

- (a) The regular meetings of the Members shall be held on Tuesday commencing at 7:00 am. A minimum of two meetings per month shall be held. At the discretion of the President, a meeting may be held by electronic means in whole or in part and/or in combination with in-person attendance, provided all Members in attendance are able to reasonably participate.
- (b) Reasonable notice of any changes or cancellation of the regular meeting shall be given to all Members.

#### **5.3. Regular Club Meeting Quorum**

One-third of the voting Members shall constitute a quorum at the regular meetings.

#### **5.4. Board of Directors Meetings**

The Board of Directors shall meet at least once every two months. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors; due notice would be verbal contact to all Board members twenty-four (24) hours prior to the meeting unless unanimously waived. Where deemed necessary, meetings may be held by electronic means, in whole or in part, and provided all voting Directors in attendance are able to reasonably participate.

#### **5.5. Board of Directors Meeting Quorum**

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

#### **5.6. Committee Quorum**

A majority of the Committee members shall constitute a quorum.

#### **5.7. Resolution in lieu of meeting(s).**

Notwithstanding anything else in this By-Law, a resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members; and a resolution signed by all the Directors is as valid as if it had been passed at a meeting of the Board. Resolution(s) may be signed in counterparts and exchanged by facsimile or other means of electronic communication (including in portable document format (“.pdf”) or tagged image format (“.tif”)) and may be signed by means electronic signature or deemed signed by email approval by such Member or Director from his or her email address on record with the Corporation. All such counterparts, taken together, shall constitute one and the same resolution(s). Signatures to such resolution(s) transmitted by facsimile, electronic transmission or executed by electronic signing shall be deemed an executed original signature for all purposes.

### ***5.8. Conflict of Interest***

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation 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 Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **6. ELECTIONS AND METHOD OF VOTING**

### ***6.1. Election of Officers***

Pursuant to section 2.2, Officers shall be elected at the Annual Meeting. Voting shall be by a show of hands and by simple majority of those in attendance. Should any office be contested, the vote shall be by secret ballot at the Annual Meeting. Voting may be entirely by one or more telephonic or electronic means, in whole or in part and/or in combination with in-person voting, and provided all voting Members in attendance are able to reasonably participate. Except as otherwise provided in this By-Law or by resolution of the Members at the time of election of that Officer, the term of office of any Officer shall be from the date of the meeting at which they are elected or appointed unit the next Annual Meeting or until their successors are elected or appointed.

### ***6.2. Election of Directors***

Pursuant to section 2.4 and 3.1(d), the Directors shall be elected by the Members on an annual basis at Annual Meetings or such other meeting as may be called for such purpose and in any event, no later than June of each year after the President-Elect has presented the slate of Directors and shall be elected by simple majority of those in attendance by a show of hands. Voting may be conducted entirely by one or more telephonic or by electronic means, in whole or in part and/or in combination with in-person voting, and provided all voting Members in attendance are able to reasonably participate. The term of office of the Directors shall be for a period of one (1) year commencing on the date of the meeting at which they are elected or appointed unit the next annual meeting or until their successors are elected or appointed.

### ***6.3. Voting at Board Meetings***

Voting shall be by a show of hands or may be conducted, in whole in part and/or in combination with in-person voting by one or more telephonic or electronic means, in whole or in part and/or in combination with in-person voting, and provided all Directors in attendance are able to reasonably participate.

### ***6.4. All other Club Votes***

All other votes by Members shall be by a show of hands or at the discretion of the President, be conducted, in whole or in part and/or in combination with in-person voting, by one or more telephonic or electronic means, provided all Members in attendance are able to reasonably participate and, unless otherwise stated herein, shall be carried by a simple majority of votes cast.

### ***6.5. Committee Votes***

Voting shall be by a show of hands or, at the discretion of the Committee Chair, may be conducted, in whole or in part and/or in combination with in-person voting, by one or more telephonic or electronic means, provided all committee members in attendance are able to reasonably participate.

## **6.6. Participation by Telephone or Electronic Means**

Notwithstanding anything else in this By-Law, a meeting of directors or members may be held, in whole or in part and/or in combination with in-person attendance, by one or more telephonic or electronic means (including, without limitation, video conferencing software or online applications) or by any combination of in-person attendance and by any one or more telephonic or electronic means, provided such telephonic or electronic means enables all persons entitled to attend the meeting to reasonably participate including for voting, as applicable. A person who, through telephonic or electronic means, attends a meeting of directors or members is deemed for the purposes of the Act to be present at the meeting.

## **7. FEE AND DUES**

### **7.1. Initiation Fee**

The new active Member Initiation Fee, if any, shall be an amount set from time to time by the Board.

### **7.2. Membership Dues**

The membership dues for active Members shall be an amount set from time to time by the Board, invoiced annually on the 1<sup>st</sup> of June and payable by July 1, and will include RI per capita dues, a subscription to the Rotarian magazine, district per capita dues, and any other Rotary or district per capita fees and Club annual operating dues. The Board may elect to split the annual dues into semi-annual payments.

### **7.3. Club Meeting Fee**

Active Members shall be billed according to a schedule determined by the Board for their share of Club meeting costs, as determined from time to time by the Board, and invoices shall be distributed according to this schedule. Payment is due upon receipt of the Invoice. Members on an approved leave of absence shall be excused from paying Club meeting fees for the duration of their leave.

## **8. COMMITTEES**

### **8.1. General**

- (a) The President-Elect shall, subject to approval of the Members, appoint Members to be the Chair and to be responsible for overseeing the responsibilities of each of the following standing committees:
  - i. Club Services
  - ii. Community Services
  - iii. International Service
  - iv. Membership
  - v. Youth Services
  - vi. Public Image
  - vii. Ways and Means
- (b) The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (c) The President-Elect shall appoint each Member, excepting the Officers, to be a member of

one of the standing committees identified in 8.1(a) above, and shall announce the committee makeup previous to the 30<sup>th</sup> of June.

- (d) Each committee shall transact such business as is delegated to it in the by-laws of this Club and such additional business as may be referred to the committee by the President or the Board.
- (e) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for the implementation during the course of the year. It shall be the primary responsibility of the Committee Chair to provide the necessary leadership to develop these plans for presentation to the Board.
- (f) Committees shall record minutes of meetings and distribute to the Board on a timely basis prior to the next Board meeting.
- (g) The Chair of each standing committee shall be responsible to ensure that the committee operates within the bounds of its approved budget.
- (h) Where feasible and practicable in the appointment of the committees, there should be provision for continuity of membership by appointing one or more Members for a second term.
- (i) Various ad hoc committees may be established by the President or Board to conduct Club events or other special activities. Such ad hoc committees shall report either to the President or directly to the Board.
- (j) The President's Advisory Council shall:
  - i. Consist of the five most current Past Presidents who remain members of the Club;
  - ii. Be chaired by the Immediate Past-President; and
  - iii. Undertake the following activities:
    - Mentor and advise incumbent Presidents and Presidents-Elect
    - Club leadership development and training
    - long range planning
    - Nominate officers as in Article 3.1 above;
    - Nominate Paul Harris Fellows for approval by the Board;
    - Receive and review the report from the President-Elect, pursuant to 4.2 above regarding the Strategic Plan and to work with the President-Elect on implementation of the said plan; and
    - Any other role, duty or special project which a President may assign.

## ***8.2. Membership Committee***

The Membership Committee shall be responsible for all Club membership recruitment, orientation and retention activities.

- (a) *Membership Categories* - As per section 11.1 below, the Club has two types of membership: (i) active Members and (ii) Honorary Members.
- (b) *Membership Plan* - The Membership Committee shall develop a membership plan and report said plan to the Board as soon as practicable after July 1 of each year. The membership plan will include annual goals, targets and strategies for membership recruitment and retention, and



shall recommend any membership fee structures for review by the Board.

- (c) *New member proposals* - It shall also be the responsibility of this committee to present to the Board the names of suitable prospective members.
- (d) *Attendance* -As the Club does not set minimum attendance requirements, the Committee shall monitor Members' attendance and may make recommendations to the Board for action to be taken regarding a Member's non-attendance.
- (e) *Orientation and Retention* - The Membership Committee shall devise and carry into effect plans:
  - i. To give prospective Members information about the privileges and responsibilities of membership in a Rotary Club
  - ii. To give the Members, especially the new Members, adequate understanding of the privileges and responsibilities of Members
  - iii. To give the Members information about Rotary, its history, objects, scope, activities
  - iv. To give the Members information as to developments in the administrative operation of Rotary International.

### **8.3. Club Services Committee**

The Club Services Committee shall be responsible for all Club service activities.

- (a) *Attendance* - The committee shall record the attendance of Members at regular and special meetings; and devise means for encouraging attendance at all Rotary meetings. The committee shall inform the Club of extended absences of Members due to ill health, injury, or sickness
- (b) *Fellowship* - The committee shall promote acquaintance and friendship among the Members, promote participation by Members in organized Rotary recreational and social activities, and do such work in pursuance of the general objective of the Club as may be assigned by the President.
- (c) *House and Arrangements* - The committee will arrange Club meeting places and set up with Rotary equipment. It shall negotiate all meal arrangements. It will maintain a storage area for Club supplies
- (d) *Program* - The committee shall prepare and arrange programs that stimulate, inform, entertain, and educate the Members of the Club.
- (e) *Sergeant-At-Arms* -At the discretion of the President, the committee shall arrange for and oversee the provision of Sergeant-At-Arms duties in order to perform the role of maintaining order, good will, and high spirits such as are usually prescribed for the office, and such other duties as may be prescribed by the President or the Board.
- (f) *Greeters* -The Committee shall ensure that greeters are in attendance at all regular meetings to welcome Members, guests and speakers to the meeting and ensure that attendance is taken.

### **8.4. Community Services Committee**

The Community Services Committee shall be responsible for all community service activities and shall supervise and coordinate the work of all ad hoc committees appointed on particular phases of community service or environmental concerns.

- (a) *Community Services* - The committee shall evaluate requests from the community for financial and non-financial support in conjunction with the procedures of the Board as

ratified by the Club from time to time. It shall be the responsibility of the committee to coordinate with other Clubs to avoid duplication, The committee shall inform the Board and the membership of the Club of its activities and decisions. The committee should continually assess the community's needs and suggest projects to the Board of Directors for Club involvement and if financial involvement is needed.

- (b) *Environment* - The Committee shall also be concerned with monitoring and improving the quality of the community's environment. It shall organize projects to promote awareness, conservation, and education.
- (c) *District Grants* – It is the joint responsibility of the Community Services Committee and the International Service Committee to apply for and administer District Grants. Each committee is charged with looking for opportunities to use the District Grants. Since the current District policy requires that the Club can apply for one District Grant in each fiscal year, the Committee Chairs shall coordinate on possible grant projects. If the Chairs cannot agree on a project, then the competing grant proposals shall be taken to the Board for recommendation followed by Club approval.

### ***8.5. International Service Committee***

International Service Committee shall be responsible for promoting the work of The Rotary Foundation and for international community service initiatives and shall supervise and coordinate the work of all ad hoc committees appointed under these avenues of service.

- (a) *Rotary Foundation* - The Committee promotes the Rotary Foundation and its various programs and activities, publicizes November of each year as Rotary Foundation month, and encourages individual contributions to The Rotary Foundation.
- (b) *International Community Service* -The committee shall devise and carry into effect plans which will guide and assist the members of the Club in discharging their responsibilities in their relationships with the rest of the world.
- (c) *Global Grants* - All Global Grant requests and initiatives shall be the responsibility of this committee, and the committee shall keep the Board and membership advised.
- (d) *District Grants*- As per section 8.4(c) above, this committee and the Community Services Committee have Joint responsibility regarding District Grants.

### ***8.6. Youth Services Committee***

The Youth Services Committee shall be responsible for all youth activities including leadership and exchange and all other Rotary exchange activities; and shall supervise and coordinate the work of all ad hoc committees appointed on particular phases of Rotary youth and exchange activities.

- (a) *Youth Leadership and Exchange Program* - It is the responsibility of this committee to recruit, advise and orient out-going students, maintain communication with the students, inform the Club of the students visit, take a firm but sympathetic approach to disciplinary and other problems, and communicate with the District Youth Exchange Committee. This committee will also make all necessary arrangements for hosting in-coming students.
- (b) *Rotary Sponsored Programs* -The Committee shall promote and encourage the involvement of youth and young adults in Rotary sponsored programs, such as RYLA and Jr. RYLA
- (c) *Vocational Training Teams* -The committee shall provide opportunities for young

business and professional persons to travel to a foreign country in order to study the country, its people, and institutions; to further international understanding and bringing people of good will together in a spirit of fellowship to get to know each other and create better relationships; involve Rotarians in specific international projects of a meaningful and practical nature; and organize educational, social and recreational programs for study teams.

- (d) *Rotarian Exchanges, Conferences and Conventions* -This committee shall encourage participation of Members in inter-club meetings, District Conferences, International Conferences and Adult Rotarian Exchanges including Rotary Friendship Exchanges, and promote details to Members and facilitate desire to attend.

### **8.7. Public Image Committee**

This Committee shall be responsible for all internal and external communication activities by the Club and shall provide support to all standing committees in their communications. It shall assist in the public relations and media advertising efforts of all ad hoc committees appointed to plan and conduct fundraising and other events.

- (a) *Club Bulletin* - The committee shall endeavour, through the publishing of a Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meetings, relate highlights of the previous meetings, promote fellowship, contribute to the Rotary education of all Members, and report news of the Club, of its Members and of the worldwide Rotary Program. The committee shall, wherever feasible, include the Editor of the Club publication.
- (b) *Public Relations* - The committee shall devise and carry into effect plans:
  - i. to give the public general information about Rotary, its history, objective and scope,
  - ii. to secure proper publicity for the Club, its meetings and projects, and
  - iii. to promote Club activities including fund raising and other Club projects and initiatives.
- (c) *Rotary Information* -The committee shall collect information for the Club and arrange appropriate archiving to keep the history of the Club. It shall bring to the attention of the President all current relevant information available on the Internet. It shall assist the Club in computerization aspects, including the maintenance of a Club website.
- (d) *Archive* - The committee will be responsible to collect important Club Information, and to maintain such information in a manner that can be made readily available to officers, directors, and other members of the Club.

### **8.8. Ways and Means Committee**

- (a) Ways and Means (W&M) Committee shall be responsible for all fund-raising activities by the Club. It shall supervise and coordinate the work of all ad hoc committees that are formed to organize and conduct fundraising events.
- (b) All new events proposed by the W&M Committee shall be presented to the Board for approval.
- (c) This committee will have the responsibility to raise funds for the Club's financial responsibilities related to the work of International Service Committee, the Community Services Committee and the Youth Services Committee.
- (d) Ways and Means projects should be designed to involve a commitment from all

members of the Club over the course of the year.

- (e) Lottery Projects may be run to raise funds but should be administered by a separate ad hoc committee.

## **9. LEAVE OF ABSENCE**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing an active Member from attending the meetings of the Club for a specified length of time. While on an approved leave, the Member will be excused from paying meeting fees, but Club, District and RI membership dues will continue in effect. The Member shall receive notice of all motions requiring a Member vote and shall be eligible to vote and may attend and vote at the Annual Meeting.

## **10. FINANCES**

### ***10.1. Annual Budget***

- (a) The end of June of each year the incoming Board shall prepare, or cause to be prepared, and approve a budget of estimated income and expenditures for the year. The approved budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board;
- (b) The budget shall establish revenue and expense targets for each of the seven (7) standing committees;
- (c) The said budget, as adopted by the Board, shall be presented to the Members as soon as practicable after July 1 for discussion and approval by the active Members.

### ***10.2. Funds for Club Charity Programs***

- (a) Funds raised by the Ways and Means Committee shall be used to finance Club charity programs through the Youth Services Committee and International Service Committee, and the Community Services Committee.
- (b) Expenditures for funding of Club programs shall not exceed funds raised by the Ways & Means Committee during the previous fiscal year, unless approved by vote of the full membership.

### ***10.3. Funds for Club Operations***

The cost of operating the Club shall be borne by the Members. Funds paid by Members shall be used to finance the cost of the Membership Committee, the Public Image Committee, and the Club Services Committee.

### ***10.4. Independent Financial Review***

An independent review by a chartered accountant or other person qualified to Issue a *Notice to Reader* shall be made once each year of all the Club's financial transactions prior to the Club's Annual Meeting.

### ***10.5. Deposit and Disbursement of Funds***

- (a) The Treasurer shall deposit all Club funds in a bank named by the Board. The Club funds shall be divided into separate accounts for Club operations, Club charitable programs, and registered charitable uses.
- (b) Where the specific use for funds has been approved in the Club's budget, and subject to Article 10.1, funds may be disbursed by authority of the Treasurer or other authorized Officer plus one or more other signing Officers, or by majority vote of a Board committee.
- (c) Where budgets for the Community Services Committee and for the International Service

Committee programs/projects are approved without specified amounts for identified program/projects:

- i. The Board must recommend, and the active Members must approve, disbursements in excess of \$2,500;
  - ii. notice of motion shall be circulated by Club Bulletin, email or other electronic means to all Members a minimum of 10 days previous to the vote;
  - iii. Following the notice of motion sent by email, the motion shall be read at a meeting of Members previous to the vote, where Members will have the opportunity to ask questions pertaining to the motion.
  - iv. Disbursement of funds by these committees of \$2,500 or less, unless specifically authorized in the budget, shall require notice to the Members as soon as practicable through the Club Bulletin, email or other electronic means.
  - v. Any exceptions to the above process must be approved by the Board.
- (d) Funds may be disbursed only by cheque signed by two Members of the Club as determined by the Board of Directors from time to time.
- (e) Signing Officers for the various bank accounts shall include the Treasurer, President, Secretary, and President-Elect. Two signatures shall be required for disbursement from all accounts, except for transfer from one Club account to another or payment of business Visa accounts which may be done by the Treasurer alone.
- (f) The Board may grant permission to an ad hoc event committee to collect and disburse funds pertaining to the specific event. Where granted, the Treasurer will establish and oversee a separate bank account for the event.

#### ***10.6. Bonding of Officers***

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 Club, cost of bond to be borne by the Club.

#### ***10.7. Payment of Dues and Magazine Subscriptions***

The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of membership of the Club on those dates. District dues are due July 1st of each year on the same basis.

#### ***10.8. Fiscal Year***

The fiscal year of this Club shall extend from July 1st to June 30th.

#### ***10.9. Property Disposal Upon the Dissolution of the Club***

Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

### **11. MEMBERS AND ELECTION OF MEMBERS**

#### ***11.1. Member***

Membership in the Corporation shall consist of such persons who meet any qualifications required by this By-Law (inclusive of any schedules hereto) and who have been accepted as a Member in accordance with this Article 11. There are two (2) types classes of Members:

- (a) active Members, who shall be entitled to vote at any meeting of Members; and

- (b) Honorary Members, who shall not be entitled to vote at any meeting of Members and shall hold their membership for a term of one (1) year from the date of the meeting at which they are approved as an Honorary Member;

as both such classes may be further described in the RI Constitution.

**11.2. *Membership.*** Membership is not transferable and automatically terminates if the Member resigns, dies or such membership is otherwise terminated in accordance with the Act.

**11.3.** The name of a prospective active Member (the “Candidate”) proposed by an active Member of the Club, shall be submitted to the Board in writing, through the Membership Chair. The proposal for the time being shall be kept confidential, except as otherwise provided in this procedure:

- (a) The Board shall consider and approve or disapprove the Candidate and shall notify the proposer and Membership Chair, through the Club Secretary, of its decision
- (b) If the decision of the Board is favourable, the Candidate shall be informed through the Membership Committee of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the Candidate shall be requested to sign the membership proposal form and permit the Candidate’s name to be published to the Club.
- (c) If no written objection to the membership proposal of the Candidate, stating reasons, is received by the Secretary from any Member (other than Honorary Member) of the Club within seven (7) days following the publication of information about the Candidate, that Candidate, upon payment of the initiation fee, if any, (if not a candidate for Honorary Membership), as prescribed in this By-law, shall be considered to be elected to Members. If any such objection has been filed with the Secretary, the Board shall vote on the matter at its next meeting. If approved by the Board despite the objection, the Candidate upon payment of the initiation fee (if not for an Honorary Member) shall be considered to be elected to Members.
- (d) Following such election of the Candidate as Member, the President shall ensure that the Membership Committee arranges for the Candidate’s induction and further orientation and shall issue a name tag to the Candidate as Member and the Secretary shall report such action to Rotary International. The Membership Committee shall assign a Member to assist with the Candidate's orientation to the Club, and the President shall assign the Candidate to a committee.

**11.4.** The voting Members may elect, by simple majority, Honorary Members proposed by the Board from time to time at regular meeting or at Annual Meetings.

## **12. RESOLUTIONS**

The Board, committees of the Board, and the Members shall have authority to commit the Club according to the following provisions:

- (a) At the discretion of the President, where resolutions or motions are offered at a Club meeting, they shall be referred to the Board with or without discussion.
- (b) For resolutions that would bind the Club beyond the duration of the mandate of the current Board, the Board shall make recommendation to the Members for approval by a vote of the active Members to commit the Club.
- (c) Committees have the authority to commit the Club on matters under the committee's responsibility as defined in Section 8, provided: that the cost of an activity or project is less than \$1,000; or, in the case of the Community Services Committee and the International Service

Committee, does not exceed \$2,500; and the committees have adequate funds in their approved budget.

### **13. NOTICES**

**13.1. *Notices.*** Subject to the *Act*, not less than 10 and not more than 50 days written notice of any Annual or Special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the Auditor or person appointed to conduct a review engagement. 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. A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

**13.2. *Serving Notice.*** 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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the Auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

**13.3. *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 Corporation 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.

### **14. ADOPTION AND AMENDMENT OF BY-LAWS**

**14.1.** This By-Law repeals and replaces any prior by-laws dealing with the subject matter herein, namely, By-Law #1 2020 passed by the Members effective December 23, 2020.

**14.2.** The by-laws may be amended by vote of active Members provided that two-thirds (2/3) of active Members shall be in attendance for such vote and that the amendment(s) receives a majority of votes cast. Notice of the amendment(s) shall be forwarded to all active Members at least fourteen (14) days prior to the scheduled vote, which may be held any regular or special meeting of Members.

**14.3.** No amendment or addition to the by-laws can be made which is not in harmony with the Club constitution and with the constitution and by-laws of Rotary International and the Rotary Code of Policies.

### **15. PRIVACY POLICY**

The Club may adopt or amend such Privacy Policy, as recommended by the Board from time to time.

## **16. CONSTITUTION**

The Constitution(s) attached in Schedule “A” and “B”, as applicable, allow the Club, through its by-laws, to include provisions not in accordance with the constitution(s). The Club hereby expressly acknowledges the following not in accordance to the constitution(s) and adopts the following provisions:

- (a) The Members shall meet at a minimum of two times per month in accordance with Article 5 above;
- (b) The Club permits only two (2) types of membership: (i) active Members and (ii) Honorary Members, as set out in Article 11 above
- (c) the Club shall not require minimum standards of attendance for Members.
- (d) the Club shall not provide for automatic termination of Members based on non-attendance
- (e) Contrary to Section 13, Section 2 (c) of the Constitution at Schedule “A”, the Board may not revoke Honorary Membership at anytime.
- (f) The notification period in sections 3(a) and 5(b) of the Constitution at Schedule “A” shall be deemed to be fifteen (15) days’ notice.



**SCHEDULE "A"**  
**TO**  
**BY-LAW #1-2024**  
**OF**  
**THE ROTARY CLUB OF NORFOLK SUNRISE**  
  
**CONSTITUTION OF THE CLUB**

**SCHEDULE "B"**  
**TO**  
**BY-LAW #1-2024**  
**OF**  
**THE ROTARY CLUB OF NORFOLK SUNRISE**  
  
**CONSTITUTION OF ROTARY INTERNATIONAL**