



CLUB ITALIA

Bylaws

15 November 2024

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BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs of **CLUB ITALIA, NIAGARA, ORDER SONS OF ITALY**

BE IT ENACTED as a by-law of **Club Italia, Niagara, Order Sons of Italy** as follows:

ARTICLE 1

Section 1

The Corporation shall be known as **Club Italia, Niagara, Order Sons of Italy**.

Section 2

The general purposes and objects of this Corporation shall be those set forth in the Letters Patent of the Corporation and without limiting or in any way otherwise extending such powers, purposes and objects as set out in the Letters Patent, this Corporation has been organized to:

- (a) Unite morally and materially, in a common bond of mutual friendship and respect, all Italians of Niagara Falls and its area;
- (b) To promote and provide facilities for its members and the community at large, for recreational, sports, cultural and social activities, exclusive of all forms of illegal gambling, pornographic movies and any activity which promotes the use of drugs;
- (c) To erect buildings on suitable property as a means to execute those purposes of this Corporation as the Corporation may from time to time adopt;
- (d) To administer the interest of the Corporation in a manner which will meet the needs of all members whenever possible;
- (e) To promote fellowship among its members, giving moral support and limited material support where possible;
- (f) To form an assistance center, which will aid morally and materially (if the Club's current finances permit) to Italian immigrants who are in need;
- (g) To promote cordial relationships with all other ethnic groups in the community;
- (h) To build and maintain the Club headquarters in the City of Niagara Falls;

- (i) To manage the Club without financial gain in mind, and profits realized will be used for the above purposes where indicated.

HEAD OFFICE

Section 3

The head office of the Corporation shall be in the City of Niagara Falls, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

Section 4

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 Orator shall be the custodian of the corporate seal.

DEFINITIONS

“**Act**” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where context requires, includes the regulations made under it as amended or re-enacted from time to time;

Where the word "**President**" appears, it shall also mean "**Venerable**".

Where the word "**Vice-President**" appears, it shall also mean "**Assistant Venerable**".

Where the word "**Past-President**" appears, it shall also mean "**Ex-Venerable**".

ARTICLE II

BOARD OF DIRECTORS

Section 1

General:

To stand for the office - Two-year means – 24-month period from the date that member was sworn in at the General Meeting

One Term – means holding office as a Director or Executive of the board for 2 consecutive years.

Vacancy – means:

- a) If the Director has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; or
- b) if by notice in writing to the Executive of Club Italia that the Director resigns from the Board, which resignation shall be effective at the time it is accepted by the Board of Directors of Club Italia or at the time specified in the notice, whichever is later or;
- c) if the Director dies or becomes bankrupt; or
- d) if the Director is removed from the Board by the membership. The membership may by resolution passed by a simple majority of the votes cast thereon at a special meeting of the Membership of which notice specifying the intention to pass such resolution has been given, remove any Board of Director before the expiration of the Director's term of office and may, by majority of the votes cast at such meeting, elect any person in the Director's stead for the remainder of the Director's term.

Meetings – includes an Executive meeting of the Board, General meeting of the membership and or Special meeting called by the Board for Board of Directors or Membership

Staggered elections. ... Means that elections are held every two years for half of the Board of Directors positions. **First Year** of Elections include the positions of President, Orator, Administrative Secretary, Trustee 1, Trustee 2 and Past President (Not elected position), **Second Year** of Elections include the positions of Vice President, Treasurer, Recording Secretary, Trustee 3, Trustee 4, Trustee, 5

- (a) The affairs of the Corporation shall be managed by the Board of Directors, at a maximum of twelve (12) in number, and shall be members in good standing of the Corporation;
- (b) Each Director or Executive shall be elected for a one (2) year term on a staggered elections process and hold office until a successor shall have been duly elected or is re-elected;
- (c) To stand for the office of President, the candidate must be an active member in good standing and have held at least one executive position in the lodge for one complete term;
- (d) To stand for any other office a candidate must be an active member in good standing for at least six months;
- (e) An active member may hold any office for only One term, unless elected by at least a two-thirds majority;

- (f) If they are a member of the Grand Council, they must obtain the written permission of the Grand Council to hold office in a subordinate lodge;

VACANCIES ON THE BOARD OF DIRECTORS

Section 2

- (a) A vacancy or vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors, if they shall see fit to do so, otherwise, such vacancy or vacancies shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors remaining in office, the remaining Directors shall forth with call a meeting of the members to fill the vacancy or vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided;

QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

Section 3

A majority of the Board shall form a quorum for the transaction of business. The Board of Directors shall have a minimum of 8 meetings to a maximum of 12 meetings per year on a date fixed by the Board and hold as many other meetings as the Board deems necessary.

Special Meetings - The President or Vice-President of the Board may call special meetings of the Board.

- a) The Recording Secretary of the Board shall call a special meeting of the Board if three (3) Directors so request in writing.
- b) Notice of a special meeting of the Board shall specify the purpose and location of the meeting, may be given by telephone or other electronic means customary to the Board, and shall be given at least Forty-eight (48) hours in advance of the meeting.
- c) In circumstances where the President or Vice-President or any Board of Directors requesting a special meeting declares the meeting and identifies the subject of the meeting as urgent, notice requirements in respect of special meetings may be waived by a majority of Directors voting at the special meeting.

ERRORS IN NOTICE

Section 4

No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting; or invalidate or make void any proceedings taken at such meeting; any Director may, at any time, waive notice of such meeting, and ratify and approve of any or all of the proceedings taken there at.

VOTING - BOARD OF DIRECTORS

Section 5

Decisions/Resolutions/Motions arising at any meeting of the Board of Directors shall be decided by majority of votes. In case of equality of votes, the Chairperson may have a deciding vote. All votes at any such meeting shall be taken by ballot if demanded by any Director present, but if no demand is made the vote shall be taken in the usual way, by a show of hands. A declaration by the Chairperson that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the votes recorded in favour of or against such Resolution.

In the absence of the President, the duties may be performed by the Vice-President or such other Director as the Board of Directors may from time to time appoint for that purpose.

REMUNERATION OF DIRECTORS

Section 6

The Board of Directors of **Club Italia, Niagara, Order Sons of Italy**, shall receive no remuneration for acting as such. subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation 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 these bylaws, and the Act, if any.

POWERS OF THE BOARD

Section 7

- (a) 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, may generally, 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;
- (b) The Directors, however, shall not enter into any contract to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, lands, buildings or other property, moveable or immovable, real or personal, without first having obtained the approval of the active members, at a general meeting of said membership;
- (c) Before the Board of Directors make a single expenditure or enter into an agreement involving an expenditure in excess of Two Thousand Five Hundred Dollars (\$2500.00) for any one project or any one item, the approval of the active members at a general meeting of the members, must be obtained. Any donations proposed by the Board of Directors in excess of Five Hundred Dollars (\$500.00) must be approved by the active members at a general meeting;
- (d) The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

Section 8

- a) Club Italia shall purchase and maintain appropriate liability insurance for the benefit of Club Italia and each person acting or having previously acted in the capacity of a Director, or any other capacity at the request of or on behalf of Club Italia, which insurance shall include:
 - i. Property and public liability insurance;
 - ii. Directors' insurance;
 - iii. and may include such other insurance as the Board sees fit from time to time, with coverage limits in amounts per occurrence with an aggregate maximum limit and with insurers, all as deemed appropriate by the Board from time to time.

- b) Club Italia shall ensure that each Director, or other person is added as a named insured to any policy of Directors and Offices insurance-maintained by Club Italia.
- c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of Club Italia.
- d) It shall be the obligation of any person seeking insurance coverage or indemnity from Club Italia to co-operate fully with Club Italia in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of Club Italia

DIRECTORS LIABILITY EXCLUSION

Section 9

- a) Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director of Club Italia shall be personally liable for any loss or damage of expense to Club Italia arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or of any other Director or employee, servant, agent, volunteer or independent contractor arising from any of the following.
 - i. insufficiency or deficiency of title to any property acquired by Club Italia or for or on behalf of Club Italia;
 - ii. insufficiency or deficiency of any security in or upon which any of the monies of or belonging to Club Italia shall be placed out or invested;
 - iii. loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies securities or effects shall be lodged or deposited;
 - iv. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to Club Italia;
 - v. loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or trust or in relation thereto; and
 - vi. loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

PRE-INDEMNITY CONSIDERATION

Section 10

- a) Before giving approval to the indemnities provided in section 11 herein, or purchasing insurance provided in section 8 herein, the Board shall consider:
- i. the degree of risk to which the Director or other is or may be exposed;
 - ii. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - iii. whether the amount or cost of the insurance is reasonable in relation to the risk;
 - iv. whether the cost of the insurance is reasonable in relation to the revenue available; and
 - v. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 11

- a) Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:
- i. is a Director; or,
 - ii. is a member of a Committee; or
 - iii. has undertaken, or, with the direction of Club Italia is about to undertake, any liability on behalf of the Club Italia, whether in the person's personal capacity or as a Director or employee or volunteer of Club Italia;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- iv. in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability;

- v. in relation to the affairs of Club Italia generally, save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office; or,
- vi. Such indemnity will only be effective:
 - a) upon the exhaustion of all available and collectible insurance provided to Directors by Club Italia inclusive of whatever valid and collectible insurance has been collected; and
 - b) providing the Director has carried out all duties assigned to them which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
 - c) Club Italia shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.
 - d) Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

ARTICLE III

OFFICERS

Section 1

The Officers of the Corporation shall be a President (Venerable) Vice-President (Assistant Venerable), Past-President (Ex-Venerable), Orator, Administrative Secretary, Recording Secretary, Treasurer and five (5) Trustees.

DUTIES OF OFFICERS

Section 2

- (a) President is the head of the lodge and is responsible for directing its meetings according to ritual. They are an ex-officio member of all committees;
- (b) Vice President assumes the duties of the President when they are unable to attend. In such cases they enjoy all the privileges of the President;
- (c) Past President is the immediate Past President who has occupied the position of

President for Club Italia in the preceding year and who has served a complete term in office. Past President is a non-voting member of the Board of Club Italia and only facilitates the leadership transition of the Board. Past President provides advice, support and information as needed to the current President or Board when called upon;

- d) Orator primary responsibility is to maintain order and protocol. Orator is also responsible for the discipline in the lodge and sees that the by-laws and regulations are observed. The Orator is also the liaison between the Board of Club Italia and the Judicial Committee and is a non-voting member of the Judicial Committee;
- (e) Administrative Secretary is in charge of the day to day membership and dues of Club Italia and keeps such records as are involved with this duty;
- (f) Recording Secretary shall keep a record of proceedings of the lodge and Directors' meetings as well as the minute book which includes the Financial Statement and year-end report;
- (g) Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board. The Treasurer shall sign such contracts, documents or instruments in writing as require the Treasurer's signature.
- (h) The head Trustee shall examine the books of the Administrative Secretary and Treasurer at least quarterly and verify their accuracy by at least two (2) signatures.

ARTICLE IV

EXECUTION OF DOCUMENTS

Section 1

- (a) Deeds, donations, documents, transfers, licences, contracts and other instruments requiring execution by the Corporation shall be signed by any two (2) of the President, Administrative Secretary or Treasurer, and the Secretary shall affix the seal of the Corporation to such instruments as required the same. 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 person or persons by whom, any particular instruments, contract or obligations of the Corporation may or shall be executed;
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two (2) of the President, Administrative Secretary or Treasurer;

- (c) Any two (2) of the President, Administrative Secretary or Treasurer may transfer any and all shares, bonds or other securities 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, or other securities 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, or other securities on the books of any company or Corporation.

CHEQUES AND DRAFTS

Section 2

All cheques, bills of exchange or other orders for the payment of money or other evidence of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by any two (2) of the President, Administrative Secretary or Treasurer and any two (2) of the President, Administrative Secretary or Treasurer may endorse notes and drafts for collection on accounts of the Corporation through its Financial institutions and endorse notes and cheques for deposit with the Corporation's Financial Institutions for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the Financial Institutions of the Corporation by using the Corporation's rubber stamp for the purpose. Any two (2) of the President, Administrative Secretary or Treasurer may arrange, settle, balance and certify all books and accounts between the corporation and the Corporation's Financial Institutions and may receive all paid cheques and sign all the Financial Institution's forms of settlement of balance and release or verification slips.

DEPOSITS

Section 3

The funds of the Corporation may be deposited from time to time to the credit of the Corporation with Financial Institutions or with such Financial Institutions as the Board of Directors may approve; from time to time by Resolution.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

Section 4

The securities of the Corporation may be deposited from time to time for safekeeping with one or more Financial Institutions selected by the Board of Directors.' Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by any two (2) of the President, Administrative Secretary or

Treasurer. Any institution which may be so selected as custodian by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE V

MEMBERSHIP

Section 1

The membership shall consist of the applicants for the incorporation of the Club and such other persons as are admitted to membership of the Club.

Section 2

Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation or expulsion, a member shall remain liable for payment of any assessment or other sum levied which became payable by them to the Club prior to acceptance of their resignation.

Section 3

Each member including social members, in good standing shall be entitled to one vote on each Decisions/Resolutions/Motions arising at any special or general meeting of the members. Members in good standing shall be those who have paid their initiation fee, where applicable, and their dues to date.

There shall be **Six (6) classes** of membership, as follows:

- (a) All members of the Order shall be known as Brothers and Sisters;
 - (i) **Active member** must be over the age of eighteen (18) years and must be a member in good standing with the Club Italia, Niagara, Order Sons of Italy and with the Mutual Benefit Society of the O.S.I.O., if they are insured;
 - (ii) **Social member** those who, because of their national origin, are not admitted either as regular or associate members. Social members may participate in social, athletic, and cultural activities. Social members shall have the right to vote and to hold any office except President, Vice-president at the Grand Lodge or Local Lodge - Club Italia, Niagara, Order Sons of Italy. Social members shall be entitled to attend and partake in regular, special meetings or the annual Grand Lodge convention or at the Local Lodge. These such benefits may be provided in the laws of the Grand Lodge or the Local Lodge;

- (iii) **Meritorious member** is one who has received a Certificate of Merit from the Grand Lodge;
- (iv) **Honorary member** is one who has received a certificate as an Honorary member from the Grand Lodge;
- (v) **Juvenile member** is anyone under the age of eighteen (18) years or one who is in full time attendance at an institution of learning and is still under the age of twenty-five (25) years;
- (vi) **Lifetime member** is any member who has reached the age of 80 years and has been a member in good standing for 25 years will be exempt from paying Club Italia yearly dues.

QUALIFICATIONS FOR ACTIVE MEMBERSHIP

Section 4

Application for membership must be in writing on the prescribed application form, in which the applicant, after having read the by-laws, rules and regulations of the Club, agrees to be bound by them and his application endorsed by one (1) member in good standing. This application must also be accompanied by an initiation fee and the annual dues for the year or a portion thereof.

Section 5

Application for membership shall be forwarded to the Administrative Secretary, who shall present it to the Board of Directors for approval. The applicant is to be initiated after approval at a General Meeting.

Section 6

The Board of Directors may issue a Certificate or Card of Membership indicating the class of membership and bearing the signature of the person in charge of such matter, in such form and manner as the Board of Directors might so require. On the termination of membership for any cause, the Board of Directors may recall such Certificate or Card, which shall be returned to the Administrative Secretary of the Club for cancellation.

ARTICLE VI

RIGHTS AND DUTIES OF MEMBERSHIP

Definition:

Executive Session in Camera - The board needs to discuss items of a sensitive or confidential nature.

Section 1

Each member is expected to:

- (a) Pledge themselves to aid in the endorsement of the Club's by-laws, rules and regulations and to do all in their power to further its aims and objectives;
- (b) Respect and abide by the majority decision of Club membership;
- (c) Exercise good moral behaviour both inside and outside the Club;
- (d) Respect all other members and their opinions;
- (e) Be punctual at all meetings and to confine their remarks to the question under discussion and to refrain from personal criticism or personal remarks with respect to the elected representatives or any other member of the Club;
- (f) To refrain from entering into any political or religious discussion during the course of any Club meeting;
- (g) To notify the Administrative Secretary of any change of address and to apply for leave of absence when such might be required, particularly if the member proposes to be absent from the City of Niagara Falls and community for any length of time;
- (h) To be punctual in the payment of their dues;
- (i) Not to deface or destroy Club property including membership certificates, cards or rules and regulations;
- (j) Report to the Orator any breach of the Constitution, by-laws, rules and regulations or other conduct which might bring discredit to the Club;
- (k) Social Members can participate in the discussions and deliberations of the Club at General Meetings and exercise his/her right to vote. The right to attend Board of Directors' meetings (Executive Meetings) but have no voice or vote, provided the member arrives at a specified stated time.
- (l) If the Board requires an Executive Session in Camera to discuss items of confidentiality in nature, only Board members and members deemed necessary by the President will be permitted to attend.
- (m) The voting members are entitled to review a copy of the Annual Financial Report in the presences of a member of the Executive Board. Each copy shall be returned to the Executive Board member after reviewed.

Section 2

No member may be represented or vote by proxy

ARTICLE VII

ANNUAL AND OTHER MEETINGS OF MEMBERSHIP

Definition:

Annual General Meeting – Shall be held by November 30th of each year in which Financial Statements and the Report of the Auditor are presented.

Regular Membership General Meeting - The Board may appoint a day or days in any month or months for regular membership meetings of the Board and Membership at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular general meetings, but no further notice shall be required for any such regular membership general meetings.

Section 1

The Annual General meeting of the Club shall be held by **November 30th** of each year.

Section 2

At every annual general meeting, in addition to any other business that may be transacted, the report of the Board of Directors, Financial Statements and the Report of the Auditor, and all other officers shall be presented **in November**.

- a) **Method of Giving Notices** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the letters patent, articles, the by-laws or otherwise to a Member, Board of Director or member of a committee of Club Italia shall be sufficiently given if delivered personally to the person to whom it is addressed or if delivered to his or her recorded address or if mailed to the person at the person's recorded address by prepaid ordinary or air mail, or if sent to the person at the person's recorded address (including any electronic mail address) by any means of prepaid transmitted, electronic or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given when sent. It is the sole responsibility of those Members, Board of Directors to ensure accurate and proper contact information is available to Club Italia as such information will be deemed the recorded address of the individual in such circumstances.

- b) The Board of Directors or the President or the Vice-President shall have the power to call, at any time, a general meeting of the members of the Club. 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 as described in 2 (a) above.
- c) Minimum of 8 and to a maximum of 12 General meetings of the membership shall be held during a term. Those meeting dates will be established by the Board.

Section 3

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

QUORUM OF MEMBERS

Section 4

A quorum for the transaction of business at any meeting of membership shall consist of not less than ten (10) percent. In the event no quorum is present, to wait **10 minutes** after specified time of meeting. If no quorum is present after a **15 minute** wait, the quorum necessary to have a meeting will be reduced to seven **(7) percent** of the membership, and the meeting declared legal, and all business, transactions and motions be binding to the Club.

VOTING OF MEMBERS

Section 5

Members including social members, in good standing and present at all meetings of the membership shall be entitled to one (1) vote. Every motion shall be decided by a simple majority by a show of hands, unless a ballot be demanded or otherwise stated herein, or parliamentary procedures forbids it or demands it. The President or such other person acting as Chairman of the meeting, in the absence of the President, shall refrain from voting unless there shall be an equality of votes, when the President will be entitled to cast the deciding vote.

ARTICLE VIII

ELECTION AND ELECTION PROCEDURE

Section 1

Key Dates for the election of the Board of Directors of Club Italia

Nomination Committee formed by the Board of Directors of Club Italia and appointed at the April General Meeting;

Nomination Period will be from the General Meeting in April till the General Meeting in May;

Candidates will be finalized and announced at the General Meeting in May;

Election day with a slate of candidates will be identified at the General Meeting in June;

Section 2

- (a) The President in March before the Nomination meeting in April shall appoint the nominating committee of at least 2 active members;
- (b) At the conclusion of the meeting the nominating committee at the General Meeting in May will complete a slate of candidates for each position. This list will clearly state what office each candidate will be running for and will be posted at Club Italia. Candidates names and photos of each candidate will be placed on the list by position in alphabetical order;
- (c) No member of the nominating committee or election committee shall be nominated for office;

Section 3

- (a) Elections and results will take place on the day of General Meeting in June.
- (b) Any member who has paid their dues and presents their membership card will be given a ballot(s) listing the candidates and the position he/or she is running for;
- (c) The voting will commence on election day in June between the hours of 10:00 a.m. to 7:30 p.m.
- (d) Elections shall be conducted by secret ballot. In case of a tie ballot, a second run off of the candidates tied will be conducted at a later date as per the direction of the Election committee to break the tie. Ballots shall be cast for only those candidates involved in the tie.

- (e) Immediately after the closing of the voting. The ballots will be counted under the supervision of the Elections committee;
- (f) The final tabulation will record the number of votes recorded by the Candidates and will be communicated to the members;
- (g) The candidates recording the highest number of votes will be declared the winner for the position of President, Vice President, Orator, Treasurer, Administration Secretary, and Recording Secretary.
- (h) For the position of Trustee, the top (5) Candidates will be elected to the Board of Directors. The Candidate receiving the most votes as Trustee will be identified as the Head Trustee
- (i) Recount for the purposes of determining the candidates who obtained the highest number of votes, within 24 hours of the final result may request in writing to the nominating committee for a recount of the ballots;
- (j) The ballots will be marked destroyed after 48 hours of the final result- Motioned required;
- (k) All members of the Board of Directors shall not hold the same office for more than two consecutive terms, unless elected by a 2/3 majority of the total ballots cast.
- (l) For the position of Treasurer and Recording Secretary and any other position deemed by the Board of Directors a certain skill set will be a requirement to hold down the position. e.g. Treasurer – Financial background, Financial Analyst, Accountant

TRANSFER OF AUTHORITY

Section 4

At the end of the election meeting of the Board of Directors of Club Italia, the newly elected officers / directors will be installed for their term.

The Transfer of Authority meeting shall be called within two (2) weeks of the election of the new executive of Club Italia. At this meeting, the following shall be performed:

- (a) All transfers of signing authority shall be completed;
- (b) The Administrative Secretary shall receive the membership lists.
- (c) The Recording Secretary shall receive all correspondence, records of proceedings and all other material pertinent to this office;

- (d) The President shall appoint committee Chairperson;
- (e) The files of all officers and standing committees shall be transferred to new officers and committee Chairperson;
- (f) The Trustees shall examine the financial records of Club Italia and agree that they are in order and can be transferred;

Members of the previous Board of Directors shall be invited to attend the meeting to provide guidance to the new Board of Directors.

Supreme officers and Grand Officers, past and present, may be invited for their guidance.

The mailing list of the new Board of Directors shall be sent to the Grand Lodge Recording Secretary immediately after the Transfer of Authority meeting.

- (g) During the transfer of Authority, a confidentially agreement will be signed by all elected officers as well as full time employees of the Club. This agreement is in effect for the entire term of elected officers and for the period of employment held by full time staff.

ARTICLE IX

FINANCES

Section 1

Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the **31st of December of each year.**

MEMBERSHIP DUES

Section 2

- (a) The initiation fee of \$100.00 and yearly membership dues for all classes of membership in the Club shall, from time to time, be adjusted on approval of the general membership, in accordance with our rules and by-laws;
- (b) The yearly membership dues must be paid in full for the current year, within the calendar year ending March 31;
- (c) Nonpayment of dues: Any member who has not paid their dues within the allotted time, stated in Clause B, shall be considered a non-effective member and be denied all rights and privileges in Club Italia, Niagara, Order Sons of Italy as of April 1st of that year, and be advised as such, immediately by the person

responsible, in writing or electronic or recorded communication and also advising the member of his rights as a member in default;

- (d) The member in default, commencing from the first day of April, has thirty (30) days including Sundays and Holidays to pay their yearly dues in full for the ensuing year. Failure to pay their dues within the specified time, the expulsion shall be final. Should the member wish to re-enter the Club, they must pay their yearly membership dues.
- e) All new members that qualify to be a member of Club Italia must pay the \$100 initiation fee plus the annual membership dues. A family member(s) is exempt from the initiation fees but are responsible for their yearly membership dues.

Definition: Family – Means the following:

- i) A Member and/or Spouse
 - ii) Common-law relationship
 - iii) Partners
 - iv) Any children or stepchildren or grandchildren of above
- (f) Members in good standing and that are over the age of 65 years old will pay half of the yearly membership dues.
 - (g) Any member who has reached the age of 80 Years and has been a member in good standing for 25 years will be exempt from paying clubs yearly dues and will be deemed a Lifetime Member.
 - (h) A membership in the Corporation is not transferable. A deceased members membership can only be passed to immediate family which includes spouse, common law partner, child/stepchild, and grandchild.

ARTICLE X

PENALTIES, SUSPENSION AND EXPULSION

Section 1

Any member who is considered a non-effective member by reason of non-payment of dues within the allotted time stated in Article IX, Section 2, Clause (b) may be re-installed if they show to the Board of Directors or any Committee designated for such purposes, just cause for such default, but in the event such member fails to show just cause for non-payment of dues, the ruling under Article IX, Section 2, Clause (e) of the Constitution will stand.

Section 2

Members may be penalized for violation of the by-laws, rules, regulations and policies or for any other conduct that discredits this Club and without restricting the above, any member who

- (a) Voluntarily infringes upon the accepted customs, statutes and deliberations of the general assembly;
- (b) Who by act, words or writing discredits the Club;
- (c) Who assaults by words or actions the honour of another member or that of anyone of the Executive;
- (d) Who has conducted themselves of immoral conduct upon the Club premises or property;
- (e) Who, after due warning, deliberately commits a breach of the liquor laws;
- (f) Who abuses authority and with repeated and unjustifiable contradiction creates confusion and disturbance during the meetings of the Club;
- (g) Who has falsified their application, for admission or any other document or paper with respect to the Club may be fined, suspended or expelled.

Section 3

Any member so expelled shall forfeit their membership fees or dues paid into the Club. Any loan or financial contribution made by such expelled member to the Club shall be repaid to them.

COMPLAINTS - PROCEDURE TO LAY A COMPLAINT

Section 4

Any member accused of a breach of any of the by-laws, rules and regulations stated herein, shall appear before the Orator. All complaints made against a member shall be made in writing, duly signed by the complainant, addressed to the Orator, within sixty (60) days of the date of the alleged offence. The complaints shall set out fully the nature of the offence and the particulars of the conduct complained of.

COMPOSITION OF GRIEVANCE AND JUDICIAL COMMITTEE AND APPOINTMENTS TO IT

Section 5

The Orator in some circumstances may seek assistance from the Grievance Judicial Committee in matters that involve complaints filed by members. The Grievance and Judicial Committee shall comprise of the following members, appointed by the President and approved by the Board of Directors; henceforth and thereafter all appointments to this Committee shall be mutually agreed upon whenever possible by the Board of Directors and the effective members of the Grievance and Judicial Committee. All vacancies that occur for whatever reasons, shall be filled by submitting in writing, the person or persons named by this Committee to the Board of Directors for their approval, rejection, or the Board of Directors may submit in writing, names of a person or persons in a counter-proposal, for this Committee's consideration. If there is no reply within two (2) weeks from the date of the proposal to the Board of Directors, this Committee has the right to unilaterally appoint the person or persons submitted to the Board of Directors.

- (a) Two (2) members from any previously elected Board of Directors;
- (b) Two (2) members from the general membership;
- (c) One (1) member as Chair of the committee appointed by the President
- (d) Three (3) of the Five (5) effective standing members shall constitute a quorum for transaction of business. The Committee shall elect from their own a Secretary.

Henceforth, all members initially of the Grievance and Judicial Committee shall be appointed for a term of two (2) years and they shall be eligible for re-appointment at the end of that term.

DUTIES AND POWERS OF THE ORATOR

Section 6

The Orator shall be empowered with the responsibility and the right to hear all grievances and/or complaints which might be brought before he/she and shall be the sole arbitrator for interpretation of our Constitution by-laws, rules, regulations and policies.

- (a) Investigate and consider the conduct of any member;
- (b) The Orator in some circumstances may seek assistance from the Grievance and Judicial Committee in matters that involve complaints filed by members.
- (c) Enquire into and determine whether any member has committed any infringement of the by-laws, rules, regulations and policies of the Club;

- (d) Examine the minutes of the Board of Directors and all other committees, temporary or permanent, for any infringement of the by-laws, rules regulations and policies.

THE HEARING

Section 7

On receipt of any complaint, the Orator shall investigate and hold a hearing, if necessary, within six (6) weeks from the date of the receipt of the complaint, and all parties to the complaint shall be advised in writing, at least seven (7) days prior to the date fixed for the hearing, by registered mail, with, a copy of the complaint. The Orator or no member of the Grievance and Judicial Committee shall serve on any hearing:

- (a) If he/she is related to, or associated with any party to the dispute, or
- (b) If he/she has a personal or financial interest in the dispute, or
- (c) If he/she is concurrently or has recently been involved in any dispute with any party to the hearing.

Any party to the complaint may be represented by any active member in good standing but shall not be represented by legal counsel.

SUBMISSION TO HEARING

Section 8

Failure of any party or of his/her agreed representative to appear before the Orator, shall not prevent the hearing which shall at the discretion of the Orator, proceed in the absence of the defaulting party.

PROCEDURE OF HEARING

Section 9

In conducting the hearing, the Orator

- (a) Need not be bound by the rules of evidence and procedure followed by the Courts of Law, but may consider any evidence it deems relevant to the issue;
- (b) May receive evidence otherwise and under oath;
- (c) Give the opposite party an opportunity to inspect or question any documents, papers or evidence produced;

- (d) May adjourn the hearing from time to time;
- (e) Will decide what evidence is, or is not admissible and will detail the order of questioning whose decision shall be final and binding;
- (f) Shall have the right to call any member or witness, examine any document or minutes or papers in order to establish more accurate assessment of the alleged charges, in any controversy between members of the conduct of a member or members.

AWARD

Section 10

At the conclusion of the hearing, the Orator shall consider the complaint, the testimony and evidence brought before it, and shall determine the issues in a just, unprejudiced and impartial manner. The decision of the Orator shall be made known to the parties in writing within seven (7) days after reaching a decision, signed by the orator conducting the hearing. No member of the Board of Directors or Grievance and Judicial Committee shall be liable by law for any finding or decision rendered.

The decision so made may include:

- (a) Dismissal of the complaint for lack of validity;
- (b) Reprimand or suspension or a combination of any or all of the penalties referred to herein;
- (c) Expulsion of the member complained against.

Any person feeling them self aggrieved by the decision of the Orator shall have the right to appeal as hereinafter provided.

APPEAL

Section 11

Any person affected by a decision of the Orator, may within fourteen (14) days of the rendering of such decision, deliver to the Recording Secretary of the Club, an Appeal in writing to the Board of Directors, of the decision of the Orator. The President of the Club shall set a date for the hearing of such an Appeal and shall give at least five (5) days' notice in writing to the parties, of the time and place of the hearing.

In the event the decision of the Orator is altered in any way by the Board of Directors, it shall be in consultation with the Orator, giving the reason or reasons in writing, which shall be recorded, before the parties concerned are notified of such alterations. The decision

of the Board of Directors shall be made known to the parties, in writing, which decision shall become final and binding.

- a) Only the Orator's decision can be appealed to the Board of Directors
- b) Orator and Grievance and Judicial Committee decision can be appealed to the Board of Directors
- c) Only Grievance and Judicial Committee's decision can be appealed to the Board of Directors

REFUSAL TO COMPLY

Section 12

Any member who refuses to submit to the Grievance procedure as herein provided, or refuses to abide by the decision of the Orator or President of Club Italia after the time allowed for appeal stated in Section 11, Article 10, has expired, shall be liable to suspension or expulsion, by a simple majority vote of the Board. Five (5) days' notice of such contemplated action be given to the member or members accused, and he/she or they be afforded a reasonable opportunity to defend them self before the President of Club Italia and before such action is taken.

RECORD OF PROCEEDINGS

Section 13

The proceeding of any complaint received by the Orator in writing, or by its own motion, shall be recorded in a book for that purpose, in which shall be entered a summary of each controversy containing the reason or reasons for decisions given. The said book shall be the property of **Club Italia, Niagara, Order Sons of Italy** and shall be retained under the custody of the Orator. A copy of the summary as entered in the book following each hearing **shall be sent** to the Recording Secretary of the Board of Directors for its information.

All complaints shall be logged and maintained in the book identified as Club Italia, Niagara, Order Sons of Italy Lodge # 5 - **Judicial Reviews**

ARTICLE XI

COMMITTEES.

- 1) At the discretion of Club Italia may appoint committees whose members will hold their offices at the will of the Board. The members of any committee (other than the Executive Committee) need not be Directors of the Corporation. The Board shall determine the duties of such committees. The committees of the Board shall be comprised of a minimum of three (3) people with a chairperson.

- a) Standing Committees, being those committees, whose duties are normally continuous; or
- b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committees are established, and such resolution shall in each case specify the function, duties, responsibilities and powers of the committee, and shall appoint the members of the committee, and may appoint the chair and, if desirable, the vice-chair thereof.

No decision of a committee shall be binding on the Board until approved or ratified by the Board of Club Italia.

ARTICLE XII

Club Italia, Niagara, Order Sons of Italy of Canada LADIES AUXILIARY

Section 1

The Board of Directors and general assembly have deliberated and accepted the Ladies' Auxiliary of Club Italia, Niagara, Order Sons of Italy. This group will function through its elected representatives, instituted through their own by-laws related to such matters as initiation fees and monthly dues, or other by-laws, provided they do not contravene Club Italia, Niagara, Order Sons of Italy Constitution. The minutes of each meeting or executive meeting is the property of Club Italia, Niagara, Order Sons of Italy and a copy of such minutes must be mailed or delivered in person to the club Recording Secretary. Also, the Financial Statements must be mailed or delivered a minimum of once every year or as requested by the Board of Directors of Club Italia. It shall be our duty to extend to them our full support and assistance provided there is initiative to prosper for the welfare of their society.

Section 2

We will grant them the privilege to use the facilities for their activities, provided it does not interfere in any way with the activities of the Club.

Section 3

In the event the above Club Italia, Niagara, Order Sons of Italy Ladies' Auxiliary should or would dissolve, all assets will become the property of Club Italia, Niagara, Order Sons of Italy to be used according to the rules of its Constitution.

ARTICLE XIII

No Committee or Branch of, Club Italia, Niagara, Order Sons of Italy however instituted, shall enter into any contract, cause money to be paid, promise to pay, or donate any moneys for whatever reason, without the written consent of the Board of Directors, other than normal operational expenses.

ARTICLE XIV

GRAND DELEGATES

Grand Delegates shall be elected at the January meeting in the year in which a Grand Convention takes place and shall hold office for two (2) years. The Delegates shall be elected by vote of the active members and a Grand Delegate must be a member of the Board of Directors for at least one (1) year.

ARTICLE XV

AMENDMENTS

Section 1

These by-laws, rules and regulations may be amended by submitting a notice of motion, which requires two-thirds majority vote of the members present in good standing by secret ballot, providing it is properly drafted in writing, stating the article number and section number, showing the original wording and the proposed amendment,

The review of the bylaws of Club Italia or amending bylaws or proposed changes to the Bylaws of Club Italia will be the responsibility of the Orator.


All or any proposed changes to the bylaws will be reviewed in April by the Board of Directors. The April General meeting will be a fixed date when all amendments will be identified for consideration.

ARTICLE XVI - Original

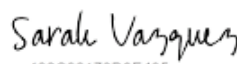
INTERPRETATION

In these by-laws and in all other by-laws of the Club hereafter passed, unless the context otherwise required, words importing the singular number, or the masculine gender shall include the plural number or the feminine gender as the case may be.

ENACTED by the Directors as a **By-Law of CLUB ITALIA, NIAGARA, ORDER OF SONS OF ITALY** this 10th day of July, 2024


Signed by:


Andrew Vergalito, President


Signed by:


Sarah Vazquez, Treasurer

CONFIRMED by the Members of **CLUB ITALIA, NIAGARA, ORDER OF SONS OF ITALY** in accordance with the Not-for-Profit Corporations Act, 2010 on the 10th day of July, 2024.

Signed by:


Andrew Vergalito, President

Signed by:


Sarah Vazquez, Treasurer