

BY-LAW NO. 3

A by-law to amend By-Law No. 1 relating to the transaction of the business and affairs of

Order of Sons of Italy, Garibaldi Lodge Incorporated (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

That the By-Law No. 1 relating to the transaction of the business and affairs of Order of Sons of Italy, Garibaldi Lodge Incorporated be amended by deleting the paragraphs identified herein and substituting in lieu thereof the following:

SECTION 8 – COMMITTEES

8.3 Gala Committee – meetings of the Gala Committee shall be held at any time and place to be determined by the members of such committee. The Gala Committee shall present a comprehensive budget no later than November 1st for the approval of the Board of Directors. Thereafter any expenditure in excess of \$10,000.00 not identified in the budget must be pre-approved by the Executive Committee before being incurred. Any increase in a budget item in excess of 5% shall require further Executive Committee approval. Any increase in a budget item less than 5% shall not require further Executive Committee approval provided said increase is less than \$5,000.00.

8.4 Order of Sons of Italy Legacy Award Foundation Committee – meetings of the Foundation Committee shall be held at any time and place to be determined by members of such committee. Pursuant to the agreement with the Winnipeg Foundation, the Committee shall include: the President; a second member of the Executive; a Trustee; a Past President; and a Member at Large. The primary responsibility of the Foundation Committee is to oversee all financial aspects of the Legacy Fund including annual reporting to the Corporation. The Foundation Committee shall involve members of the Scholarship Award Committee to assist in the selection of Legacy Award recipients; distribution of information and publication of awards.

8.5 Scholarship Award Committee – meetings of the Scholarship Award Committee shall be held at any time and place to be determined by members of such committee. The Scholarship Committee shall be composed of the President; the First Vice-President; the Treasurer; a Designated Chair; and three Members at Large. The primary responsibility of the Scholarship Committee shall be to oversee, administer or assist with the various scholarship programs including that with the University of Manitoba; University of Winnipeg; and the Winnipeg Foundation. The Scholarship Committee shall review scholarship applications, award scholarships and be responsible for all advertising and publications as applicable. The Designated Chair shall serve at the pleasure of the Executive and preferably be a Trustee of the Corporation.

8.6 Transaction of Business – subject to any provisions herein to the contrary, the powers of a Committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within Winnipeg, Manitoba.

8.7 Procedure – unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chairman and to regulate its procedure provided that any committee engaged in incurring financial expenditures on behalf of the Corporation shall present its budget of costs and liabilities to the Executive Committee for approval before incurring any expenses or entering into any contracts.

SECTION 15 – MISCELLANEOUS MATTERS

15.1 Senate – for the benefit of the Corporation a Senate shall be maintained to provide support and guidance to the Executive Committee for the purpose of advancing the Objects of the Corporation and the Principles of the Order. The Senate shall be composed of Lodge Past Presidents in goodstanding; the President; and Vice-Presidents of the Corporation. The Senate shall meet no less than twice per year and shall include a Senate supper in the Fall of each year. The Senate shall be chaired by the immediate Past-President of the Corporation. The Senate's duties shall include exercising its influence to ensure that the Constitution and By-Laws of the Order and the By-Laws of the Corporation are adhered to ensuring that Garibaldi Lodge is governed democratically and legally for the benefit of its members and the National Order.

15.2 Delegate Selection to Grand Lodge – in addition to the requirements of the Constitution and By-Laws of the Order Sons of Italy of Canada, a candidate seeking to represent the Corporation at an annual or bi-annual convention of Grand Lodge in session shall be as follows:

- (a) a member in goodstanding and having been a member for no less than three years in any Order Sons of Italy Lodge in North America;
- (b) active in the Corporation on the basis of meeting attendance;
- (c) have served or participated in any standing or ad hoc committee of the Corporation.

In the event that more than one delegate is being sent to a convention of Grand Lodge, preference shall be given in the selection process such that one of the delegates shall be the President, a member of the Executive Committee or a member of the Senate.

15.3 Splendore D'Italia Folk Dancers – the Corporation shall continue to maintain and support the Splendore Dancers for the purpose of advancing the cultural heritage of Italian Canadians. The Splendore D'Italia Folk Dancers shall be managed by the Corporation pursuant to a contract satisfactory to the Executive Committee. The Manager of the Splendore Dancers shall no less than twice per year attend an Executive Committee meeting for the purpose of reporting upon the Troup's activities. At all times the finances of the Splendore Dancers shall be under the control and direction of the Treasurer.

15.4 Books and Records – the Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

15.5 Rules of Order – subject to the specific requirements of the Act or Corporate By-Laws, “Roberts Rules of Order” will be used for all meetings of the Corporation.

15.6 Other Rules and Regulations – the Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect. For clarity, in the event of a conflict between this or any other By-Law of the Corporation and the Constitution and By-Laws of The Order Sons of Italy of Canada, the Constitution and By-Laws of The Order Sons of Italy of Canada shall govern.

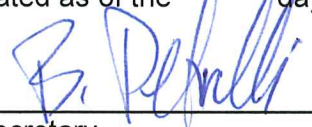
15.7 Liquidation and Dissolution – upon liquidation or dissolution of the Corporation, the remaining property of the Corporation shall be transferred to a non-profit corporation or organization in Winnipeg with similar goals to that of The Order Sons of Italy of Canada.

EFFECTIVE DATE

This By-Law No. 3 shall be effective as of the date of its enactment by the Directors of the Corporation until confirmed, amended, or rejected by the members at the next annual meeting of the members.

CERTIFIED to be By-Law No. 3 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 16th day of December, 2019.

Dated as of the 16th day of December, 2019.



Secretary