

**CONSTITUTION OF THE ROTARY CLUB OF
COEUR D'ALENE, IDAHO
DECEMBER 2014**

ARTICLE I - Name

The name of this organization shall be Rotary Club of Coeur d'Alene, Idaho, USA (Member of Rotary International).

ARTICLE II - Territorial Limits

The territorial limits of this club are as follows:

Kootenai County, Idaho

ARTICLE III - Object

The object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First: The development of acquaintances and opportunity for service;

Second: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation an opportunity to serve society;

Third: The application of the ideal of service by every Rotarian to his personal, business and community life; and

Fourth: The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

ARTICLE IV - Meetings

Section 1 - Regular Meetings

- 1) This club shall hold a regular meeting once each week on the day and at the time provided in its by-laws.
- 2) In an emergency for good cause, the board of directors of this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting, and ending with the day preceding the next regular meeting or to a different hour of the regular

day, or to a different place.

- 3) If a regular meeting falls on a legal holiday or in case of the death of the club president, or of an epidemic or disaster affecting the whole community, the board may cancel such regular meeting. The board of directors of this club, at its discretion, may cancel not more than two regular meetings in any one Rotary year for causes not otherwise specified herein.

Section 2 - Annual Meetings

An annual meeting for the election of officers of this club shall be held no later than the thirty-first day of December in each year as provided in the by-laws of this club.

ARTICLE V - Membership

Section 1 - General Qualifications

This club shall be composed of adult persons of good character and good business or professional reputation. Throughout this constitution, pronouns of the masculine gender shall include the feminine.

Section 2 - Kinds

This Rotary club shall have two kinds of membership, namely: active and honorary.

Section 3 - Active

This club may elect to active membership a person who is:

- (I) engaged as a proprietor, partner, corporate officer or manager of any worthy, recognized business or professions; or
- (II) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or professions; or
- (III) (III) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity; and personally and actively engaged in the business or profession in which he is to be classified in the club and having his place of business or residence located within the territorial limits of the city in which the club is located or within the territorial limits of an immediately adjoining club

Section 4 - Additional Active Member

This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club

has more than 50 members, in which case, as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of Rotary International, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitation. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Section 5 - Dual Membership

No person shall simultaneously hold active membership in this and another club. No person shall simultaneously hold active membership and honorary membership in this club.

Section 6 - Honorary Membership

- 1) A person who has distinguished himself by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this club.
- 2) Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of this club is entitled to any rights or privilege in any other club.

Section 7 - Religion, News Media, and Diplomatic Service

Representatives of more than one religious denomination, representatives of more than one newspaper and/or other news media and diplomatic representatives of more than one government may be eligible to active membership under such classifications as set forth in this constitution.

Section 8 - Public Office

- 1) Person elected or appointed to public office for a specified time only shall not be eligible to active membership in the club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.
- 2) An active member in this club who is elected or appointed to public office for a specified period may during the period in which he holds such office continue as such active member in the club under the classification represented by him in the club immediately prior to such election or appointment.

Section 9 - Rotary International Employment

This club may retain in its membership any member thereof who enters the employment of Rotary International, so long as he remains in such employment.

ARTICLE VI Classifications

Section 1 - Classifications

- a) Each active member of this club shall be classified in accordance with this business or profession.
- b) The classification of each active member of this club shall be that which covers his principal and recognized business or professional activity of the firm, company or institution with which he is connected or that which covers his principal and recognized business or professional activity.
- c) How corrected. The board, in its discretion, may correct or adjust the classification of any member, whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and he shall be allowed hearing thereon.

ARTICLE VII - Attendance

Section 1 - General

Every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if he is present for at least 60% of the time devoted for the regular meeting or makes up for his absence in any of the following ways:

- a) If at any time after the usual time for the previous meeting and before the usual time for the following regular meeting of this club
 - i) he attends at least 60% of the time devoted for the regular meeting of another club or of a provisional club, or
 - ii) by direction of this club, he attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or of a provisional Rotaract or Interact club or Rotary Village Corps, or
 - iii) he attends a convention of Rotary International, a council on legislation, an international assembly, a Rotary institute for past, present, and incoming officers of Rotary International, convened with the approval of the board, the president acting for the board of Rotary International, a Rotary regional conference, a Rotary

International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of rotary clubs.

- iv) he presents himself at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at the same time and place;
- b) If, at the time of meeting he is
 - i) traveling with reasonable directness to or from one of the meeting mentioned in paragraph (a)(iii) of this section, or
 - ii) on Rotary business serving as an officer or committeeman of Rotary International, or
 - iii) on Rotary business serving as the special representative of his district governor in the formation of a new club, or
 - iv) on Rotary business in the employ of Rotary International, or
 - v) directly and actively engaged in a district-sponsored or a Rotary International or Rotary Foundation sponsored service project in a remote area where the opportunity for making up his attendance is completely impossible; or
 - vi) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - vii) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
 - viii) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

Section 2 - Notice of Make-Up

In the case set out in subparagraphs (a)(ii), (a)(iii), or subsection (b) of section I of this article, the member shall only be counted as being in attendance if he personally gives notice of the fact to the club. In the cases set out in subparagraphs (a)(i) and (iv), such notice may be given by the member personally or by the secretary of the club visited.

Section 3 - Exemptions

- a) A member's absence shall be excused if
 - i) His absence is caused by protracted ill health or impairment or by stay of more than two weeks in a country in which Rotary clubs do not exist so that he is physically unable to attend a regular meeting

and the board approves his absence in which case his absence shall not be computed in the club's attendance record.

- ii) In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting his journey, or if that is impossible, in writing from that country. Before approving such absence, the board shall satisfy itself that the journey will prevent the member from making up his absence in accordance with section 1(a) of the article; or
- iii) He has notified the club secretary in writing of his desire to be excused from attendance. In this case, if approved by the board, such member's absences shall not be computed in the club's attendance records, but if he so desires, his attendance may be so computed.

ARTICLE VIII - Directors and Officers

Section 1 - Board of Directors

The governing body of this club shall be a board of directors to be constituted as the by-laws of the club may provide.

Section 2 - Duties

Except as herein otherwise specifically provided, the decision of the board in all club matters shall be final, subject to an appeal to the club. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the board to the club. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five (5) days previous to such meeting.

Section 3 - Officers

The officers of this club shall be a president, a past president, a president- elect, one or more vice-presidents, all of who shall be members of the board, and a secretary, a treasurer, and a sergeant-at arms, any or all of whom may or may not be members of the board as the by-laws of the club shall provide.

Section 4 - Elections

- 1) Each officer shall be elected as provided in the by-laws of the club and, except as may otherwise be provided in relation to the president, shall take office on the first day of July immediately following his election and

shall serve for the period of his election or until his successor shall have been elected and qualified.

- 2) The president shall be elected, as the by-laws of the club may provide, within the period of not more than two years but not less than eighteen months prior to the day on which he shall take office as president. He shall be a director of the board and shall serve as president-elect for the year immediately preceding the year in which he has to serve as president and shall serve for the period of his election or until his successor shall have been elected and qualified.
- 3) Each officer and each director shall be an active member in good standing of this club. For a better understanding of the duties and responsibilities of club president, the president- elect should attend the district presidents- elect training seminar and the district assembly. If for good reason he cannot attend the district assembly, he should send a designated representative from the club whose duty it will be to report back to him.

ARTICLE IX - Admission Fees and Dues

Section 1 - General

Every active member of this club shall pay as an admission fee and as an annual due such sums as may be prescribed in the by-laws of this club.

ARTICLE X - Duration of Membership

Section 1 - Period

Membership shall continue during the existence of the club unless terminated as hereinafter provided.

Section 2 - How Terminated

- a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership.
 - i) By permission of the board an active member moving from the territorial limits of the club, may be given special leave of absence for a period not exceeding one year to enable him to visit and become known to a Rotary club in the community to which he moves, providing he is still active in the same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership; or
 - ii) Honorary membership may terminate at any time at the discretion

of the board.

Section 3 - How to Rejoin

When the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, he shall not be required to pay a second admission fee.

Section 4 - Termination - Non-Payment of Dues

- 1) Any member failing to pay his dues within thirty (30) days after the prescribed time shall be notified in writing by a board member at his last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership may terminate subject to discretion of the board per the by-laws.
- 2) Such former member, at the discretion of the board, may be reinstated to membership upon his petition, and upon the payment of all this indebtedness to the club.

Section 5 - Termination - Non-Attendance

The membership of any member other than an honorary member of this club shall terminate with the consent of the board for good and sufficient reason in accordance with the bylaws.

Section 6 - Termination for Other Causes

- a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- b) The membership of any member may be terminated by the board, for a reason which the board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose. The termination proceedings shall be in accordance with the bylaws.

Section 7 - Resignation

The resignation of any member from the club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the club has been paid.

Section 8 - Pro Interest - Forfeiture Of

Any person whose membership in this club has been terminated in any manner shall forfeit all interest in and any fund or other property belonging to the club.

ARTICLE XI - Community National and International Affairs

Section 1 - General

The general welfare of the community, the nation, and the world is a concern to the members of this club, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members in forming their individual opinion. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 - Endorsements

This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 - Political Actions

- a) This club shall neither adopt nor circulate resolutions or views, nor take corporate action, dealing with world affairs or international policies of a political nature.
- b) This club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

ARTICLE XII - Rotary Magazines

Section 1 - Subscriptions

Unless this club is excused by the board of directors of Rotary International from complying with the provisions of this article in accordance with the by-laws of Rotary International, every active member of this club, by acceptance of such membership, voluntarily subscribes to the official magazine or to the approved regional magazine prescribed for

this club by the board of directors of Rotary International. His subscription shall be handled in six (6) month periods and shall continue as long as he is a member of the club and to the end of any six (6) month period during which he may cease to be a member of the club.

Section 2 - Payments

The amount of the subscription shall be collected by the club from each member semi-annually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publications as may be determined by the board of directors of Rotary International.

ARTICLE XIII - Acceptance of Object and Compliance with Constitution and By-Laws

A member, by payment of his admission fee and dues, thereby accepts the principles of Rotary as expressed in its object and submits himself to and agrees to comply with and be bound by the constitution and by-laws of this club, and on these conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and by-laws on the plea that he has not received a copy of them.

ARTICLE XIV - Arbitration

Should any dispute arise between any member or members, or a former member or members, and the club, or any officer or the board of the club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

ARTICLE XV - By-laws

This club shall adopt by-laws not inconsistent with the constitution and by-laws of Rotary International (and the rules of procedure for an area administration where established) and with this constitution, embodying additional provisions for the government of this club. Such by-laws may be amended from time to time as therein provided.

ARTICLE XVI - Amendments

Section 1 - Time

Except as provided in section 4 of this article, this constitution may be amended only by the council on legislation or by the convention of Rotary International in the same manner as is established in the by-laws of Rotary International for the amendment of its by-laws.

Section 2 - Who May Propose

Amendments to this constitution, except as provided in section 4 of this article,

may be proposed only by a club, by a district conference, by the general council or the conference of Rotary International in Great Britain and Ireland, by the council on legislation, or by the board of directors of Rotary International.

Section 3 - Procedure

- 1) Any proposal to amend this constitution shall be delivered to the general secretary of Rotary International not later than the first day of May in the Rotary year preceding that in which the council on legislation is to meet.
- 2) The general secretary of Rotary International shall mail a copy of all duly proposed amendments to all members of the council on legislation and to the secretary of each club not later than one hundred twenty (120) days prior to the date the council shall be convened.
- 3) The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly preferred amendment thereof.

Section 4 - Amending Club Name and Territorial Limits

Article I (Name) and Article II (Territorial Limits) of this constitution may be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least then (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of Rotary International for its approval and shall become effective only when so approved. In the event of reconsideration of a decision not to relinquish or share territory for the organization of an additional club, as directed by the district governor or board of directors of Rotary International, as provided in Article I, Section 1 (f) of the by-laws of Rotary International, a two-thirds vote is required to sustain the previous negative decision.