

BY-LAWS
THE ROTARY CLUB OF BERKELEY, CALIFORNIA, INC

(Member of Rotary International)

Incorporated October 27, 1976

Adopted October 19, 2011

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ARTICLE 1: ELECTION OF DIRECTORS AND OFFICERS

Section 1 – Nominations: Prior to the first of October of each year, the President-Elect shall appoint a Nominating Committee, subject to confirmation by the President, consisting of ten persons, with the President-Elect as Chair. All ten shall be current members of the Rotary Club of Berkeley. Four of the ten shall be Past Presidents, two shall be at that time elected members of the Board of Directors, and four shall be from the membership at large and not currently-elected members of the Board. None of the latter six shall be Past Presidents.

At the next to the last regular meeting of the Rotary Club of Berkeley held in November of each year, the Nominating Committee shall place in nomination before the Club membership one person for President-Elect of the Club for the next ensuing Rotary year.

The Nominating Committee shall also, at said next to the last regular meeting in November, place in nomination candidates for election to the Board of Directors. The number of candidates nominated shall be a number equal to the number of Directors to be elected for the next Rotary year.

Further nominations may be made by the members from the floor at the last regular meeting of the Rotary Club in November.

Nominations for President-Elect and for the Directors shall not be made without the previous consent of those placed in nomination, said consent to be verified by the Secretary. There shall be no speeches made in nomination of Directors or in seconding any of the nominations for any office.

Section 2 – Eligibility: In order to be eligible for nomination for President-Elect of the Club, the person shall have been a member in good standing of a Rotary Club for at least four years prior to the date of selection by the committee. He or she shall have served for at least one year as a member of the Board of Directors of the Club prior to the date of selection and demonstrated qualities of leadership.

In order to be eligible for nomination to the Board of Directors, the person shall have been a member in good standing of a Rotary Club for at least two years, and of this Club for at least one year, prior to the date of his/her selection and demonstrated qualities of leadership.

Each Officer and each Director shall be an active member in good standing of this Club.

Section 3 – Elections: Subject to the provisions of the Club Constitution, at the first regular meeting of the Rotary Club of Berkeley held in December of each year, the annual election shall be held, at which time a President-Elect and Directors shall be elected from the persons nominated. The person elected to the office of President-Elect shall serve as the President-Nominee until 1 July in the year prior to taking office.

The person receiving the majority of all votes cast for President-Elect shall be declared elected President-Elect of the Rotary Club of Berkeley for the ensuing Rotary year. In the event that no candidate for President-Elect received a majority of all votes cast for President-Elect on the first ballot, then the two persons receiving the highest number of votes cast for President-Elect shall be voted for on the second ballot and the one receiving the highest number of votes on this ballot shall be declared elected President-Elect for the ensuing year.

Any ballot on which a vote is cast for more than one person for President-Elect or for more than the number of

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Directors to be elected shall be declared void.

The Secretary shall prepare ballots and keep a record of all candidates nominated for office, shall make all preparations for conducting the election properly, and shall announce the result of the vote for President-Elect as soon as possible, so that when necessary, the second ballot may be held on the day set for annual election.

In the event of a tie vote for a position as Director, the member with the earliest date of membership in the Club shall be elected.

ARTICLE 2: BOARD OF DIRECTORS

Section 1 – Governing Body: The governing body of this Club shall be the Board of Directors, elected in accordance with Article I, Section 3, of these By-Laws.

Section 2 – Composition of the Board: The Board of Directors shall consist of: the President, President-Elect, the Secretary, the Treasurer, the Past President once removed, the Chair of the Berkeley Rotary Endowment, and six members directly selected by ballot by the members. Three Directors shall be elected at each annual election, who shall hold office for the following two Rotary Years, or until a successor shall have been elected and qualified, whichever is later. If the Treasurer and/or Secretary are appointed from the elected membership of the Board, their elected positions shall not be considered vacant.

Section 3 – Appointed Officers: The Board of Directors shall appoint a Treasurer from the elected membership of the Board or from the active membership of the Club, and who shall serve at the pleasure of the Board. The Board of Directors may appoint, on recommendation of the Treasurer, an Assistant Treasurer who shall perform such duties of the Treasurer as may be determined by the Treasurer, after written notice to the President of the duties delegated, and at such salary and for such term of office as the Board shall determine.

The Board of Directors shall appoint a Secretary from the elected membership of the Board or from the active membership of the Club, and who shall serve at the pleasure of the Board. The Board of Directors may appoint, on recommendation of the Secretary, an Assistant Secretary who shall perform such duties of the Secretary as may be determined by the Secretary, after written notice to the President of the duties delegated, and at such salary and for such term of office as the Board shall determine.

At the first meeting of the newly elected Board of Directors, the Board of Directors shall appoint one or more members of the Club to act as the Sergeant-at-Arms, to serve at the pleasure of the Board.

Section 4 – Vacancy: A vacancy in the Board of Directors, or any office, shall be filled by an active member of the Club appointed by vote of the Board of Directors.

Section 5 – Meetings: Regular meetings of the Board of Directors shall be held at least once a month, unless the Board otherwise determines, on such dates and at such places as are determined by the Board. No notice shall be needed for a regularly scheduled meeting.

Special meetings shall be called by the President whenever deemed necessary, or upon request of two members

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of the Board. Notice of the time and place of Special Meetings of the Board shall be given to each Director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone; or (4) email, at least three days before the time set for the meeting at the Director's address, telephone number or email address as shown on the Club records. The notice shall state the purpose of the meeting. Notice of Special Meetings shall not be given to a Director by email unless the Director has provided the Club with an unrevoked written consent to the use of email for giving Notice of Special Meetings of the Board

Section 6 – Meetings by Telephone or Other Telecommunication Equipment: Any meeting of the Board of Directors may be held by conference telephone, email or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both the following apply:

- (a) Each Director participating in the meeting can communicate concurrently with all other Directors.
- (b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

Section 7 – Quorum of the Board, Voting: A majority of the current Board members shall constitute a quorum of the Board of Directors of the Rotary Club of Berkeley. Proxy voting is not allowed.

Section 8 – Duties of Directors: The President shall assign to each elected Director a group of committees, for which the Director shall serve as liaison to and from the Board.

ARTICLE 3: DUTIES OF OFFICERS

Section 1 – President: The President of the Club shall be Chair of the Board of Directors and shall preside at meetings of the Club and of the Board of Directors and perform such other duties as ordinarily pertain to the office.

Section 2 – President-Elect: The President-Elect shall also serve as Vice President during the term as President-Elect, and, unless the President directs otherwise, shall preside at meetings of the Club and Board of Directors in the absence of the President, and shall perform such other duties as ordinarily pertain to the office of Vice President.

The President-Elect must attend the Presidents-Elect Training Seminar and the District Club Leadership Training Seminar, in order to advance to the office of President, unless excused by the District Governor-Elect. If so excused, the President-Elect must send a designated representative from the Club, whose duty it will be to report back to the President-Elect.

Section 3 – Secretary: It shall be the duty of the Secretary to keep the records of membership; record the

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attendance at meetings; send out notices of meetings of the Club, Board and committees; record and preserve the minutes of such meetings; make the required reports to Rotary International, (including the semiannual reports on memberships, which shall be made to the General Secretary on January 1st and July 1st of each year, and including prorated reports to the General Secretary of each active member who has been elected to membership in the Club since the start of the July or January semiannual period); the report of changes in membership, which shall be made to the General Secretary; collect and remit to Rotary International subscriptions to The Rotarian; and perform such other duties as usually pertain to that office. The Secretary shall have power whenever necessary to recommend the appointment of an Assistant Secretary, in accordance with Article 2, Section 3.

Section 4 – Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club at its annual meeting and at any other time upon demand by the Board of Directors, and to perform such other duties as pertain to the office. Upon retirement from office, the Treasurer shall turn over to his/her successor or to the President all funds, books of accounts or any other Club property in his/her possession. The Treasurer shall have power whenever necessary to recommend the appointment of an Assistant Treasurer, in accordance with Article 2, Section 3.

Section 5 – Sergeant-at-Arms: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office, and such other duties as may be prescribed by the President or Board of Directors.

Section 6 – Immediate Past President: The duties of the Immediate Past President shall be such as are usually prescribed for this office, and such other duties as may be prescribed by the President or Board of Directors.

ARTICLE 4: CLUB MEETINGS

Section 1 – Regular Club Meetings: The regular weekly meetings of this Club shall be held as follows: every Wednesday at 12:15 p.m., unless otherwise changed by the Board of Directors, as set forth in the Club Constitution.

Section 2 – Quorum: One-third of the regular membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 3 – Attendance Requirement: Each member in good standing in this Club, excepting an honorary member, (or member excused by the Board of Directors of this Club, pursuant to Article VIII, Sections 2 and 3, of the Rotary Club Constitution), shall be counted as present or absent at the regular weekly meeting of the Club. Attendance shall be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting. Each member (except Assistant Governors) shall attend at least 30 percent of this Club's regular meetings in each half of the year.

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Section 4 – Allowable Absence: Each member, (other than honorary), shall attend or make up at least 50% of the regular meetings of the Club in each half of the Rotary year, (except as allowed by the Club Constitution for extended absences), and shall not miss or fail to make up four consecutive regular Club meetings, except in either case with the consent of the Board of Directors, for good and sufficient reason, as set forth in Section 7 of this Article.

Section 5 – Makeup Time Period: Makeups shall be within 14 days before or after the usual time for the regular Club meeting missed, and the member shall notify the Club Secretary. When a member is traveling outside this country for more than 14 days, makeups in another country shall count even if outside the 14 day makeup period.

Section 6 – Makeup Definition: A makeup may be: 1) at another Club; 2) at a meeting of an Interact or Rotaract Club, Rotary Community Corps or Rotary Fellowship, or provisional one; 3) at a Convention of Rotary International (RI), a Council on Legislation, an International Assembly, a Rotary Institute, a Rotary Multizone Conference, a RI committee meeting, a District Conference, a District Assembly, any District committee meeting held by direction of the District Governor, or a regularly announced intercity meeting; 4) a Club service project authorized by the Board of this Club, or 5) participation in a Club’s website interactive meeting.

Section 7 – Excused Absence: A member’s absence shall be excused if: 1) on Rotary business as an Officer or Committee Member of RI, or as the Special Representative of the District Governor in the formation of a new Club; 2) directly engaged in a District, RI, or Foundation sponsored service project in a remote area where makeup is completely impossible; 3) engaged in Rotary business, authorized by this Board, which precludes attendance at this Club; 4) caused by ill health or impairment or other circumstance, with the approval of this Board, up to a maximum of twelve months; 5) staying more than two weeks in a country in which Rotary Clubs do not exist, making it physically impossible to make up, with the approval of the Board; or 6) the age is 65 or more, the age and years of membership of the member in any Rotary Club total 85 or more, the member has notified the Secretary in writing of the desire to be excused from attendance, and the Board has approved. Any member whose absence is excused under item 1) or 6) of this section shall not be included in the membership figure used to compute this Club’s attendance, except when they attend.

Section 8 – Leave of Absence: Upon written application to the Board of Directors setting forth good and sufficient cause, leave of absence may be granted, excusing a member from attending the regular meetings of the Club for a specified length of time, up to a maximum of twelve months.

ARTICLE 5: FEES AND DUES

Section 1 – Fee Amounts: The amount of the admission fee and the annual membership dues shall be fixed by the Board of Directors, subject to the requirements of the Club Constitution, provided that any increase in the amount of either shall not become effective until approved by a majority of the membership at a regular meeting of the Club, held at least 10 days after written notice of the intended increase is sent to each member.

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Section 2 – Payable Date of Dues: The membership dues shall be payable quarterly, semiannually or annually, as the member may elect. An additional fee may be imposed when payments are made other than annually.

ARTICLE 6: AMENDMENTS AND VOTING

Section 1 – Voting: The business of this Club at meetings of members shall be transacted by a majority vote of those members present, except as specified in Sections 2 and 3, below. Votes shall be by voice vote, except as specified in Section 2 and for election of the President-Elect and the Board of Directors, which shall be by written ballot. A written vote may be allowed for any other matter, if determined in advance by the Board of Directors or by voice vote of the meeting. Proxy voting is not allowed. Honorary members do not vote.

Section 2 – Mail Voting: Mail voting shall be allowed if determined in advance by the Board of Directors or by voice vote at the meeting. If mail voting is allowed, voting at the meeting shall be by written ballot. Also, if mail voting is allowed, only those mail votes postmarked after the date of the meeting shall be counted, in order to allow those voters to consider the information presented at the meeting. Mail votes shall be sent to the Club Secretary or such other address as is specified by the Board, and must be received within two weeks of the meeting to be counted. If mail votes are allowed, no votes shall be counted at the meeting and until the deadline for receipt of mail votes has passed. The quorum for the meeting shall be based on those present.

Section 3 - Amendments: These By-Laws may be amended by any regular meeting of the Club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such amendment shall have been mailed or emailed to each member at least ten days before such meeting. Mail voting shall not be allowed. No amendment or addition to these By-Laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-Laws of Rotary International.

ARTICLE 7: COMMITTEES AND DUTIES OF COMMITTEES

Section 1 – General:

(a) **Selection of Committees:** Prior to the start of his or her Rotary Year, the President-Elect shall select the committees for that Rotary Year, subject to later change. In addition to the standing committees, the President-Elect shall also appoint such other committees or subcommittees as are deemed necessary. The President-Elect may combine any of the standing committees, except the Nominating Committee. The President-Elect shall appoint one or more members to each of the committees.

(b) **Committee Chair and Co-Chair:** For each standing committee, the President-Elect shall appoint a Chair

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and, if desired by the President-Elect, a Co-Chair. The Chair usually should have served on that committee as Co-Chair the previous year. Normally, the President-Elect shall consult with the President-Nominee in selecting the Co-Chair, and, as a condition of appointment, shall obtain the consent of the Co-Chair to serve as Chair for the following Rotary Year. However, this does not preclude a member from being Chair for more than one year, as is often the case.

(c) **Ex-Officio Members:** The President shall be an ex-officio member of all committees except the Nominating Committee.

(d) **Committee Duties:** Each committee shall, subject to the supervision of the Board of Directors, transact such business as is delegated to it in the By-Laws, and such additional business as may be referred to it by the President or the Board of Directors, including presenting a program at a regular meeting. Each committee shall report to the Board of Directors in a timely manner.

Section 2 – Standing Committees – Member Support:

(a) **MEMBERSHIP** – Recruit new members; insure that they understand the vision and impact of Rotary on the Club, District and International level; and integrate them into the Club by mentoring their first year and monitoring retention.

(b) **SPECIAL EVENTS** – Develop, with the President, a yearly calendar of monthly events, coordinated with other Club activities, such as fund-raisers. These events are to provide fellowship for Club members in social settings, including the Holiday Party and the Demotion celebration.

(c) **VOCATIONAL** – Help the Club maintain an awareness of members' vocations, encourage networking opportunities, and assist the Membership Committee to identify vocations for recruiting new members.

(d) **INTER-CITY** – Arrange meetings with other Rotary Clubs, especially the meeting with the Palo Alto Club for the “Big Game,” and see that the “Axe” is at the meeting for presentation.

(e) **GOOD SAMARITAN** – Express concern for members of the Club who are infirm or for reasons of hardship are unable to attend Club meetings.

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Section 3 – Standing Committees – Public Relations:

(a) **COMMUNICATIONS** – Coordinate getting information to Club members and to the community.

- e-Revolutions – weekly emailed newsletter
- Publicity – news-worthy items
- Photography – for newsletter, newspapers, website, and Roster
- Website – Berkeley Rotary’s presence on the WWW
- Roster – member-specific information, for the membership only
- Electronic networking – maintain Club networking internet sites, (such as Facebook)

(b) **CLUB HISTORY** – Maintain an archive of historical records, and prepare and present historical highlights of the Berkeley Rotary Club at meetings, on the website, or in the e-Revolutions.

Section 4 – Standing Committees – Administration:

(a) **HOUSE** – Manage the meeting room, including:

- Setup of equipment and banners
- Greeting and welcoming
- Collect meal charges as required and sell raffle tickets
- Help with attendance records
- Removal of equipment and banners
- Report potential recognitions to the President

(b) **PROGRAMS** – Run the annual April draft of program team members, help the teams provide weekly meeting programs, collect information from the teams regarding the programs, and provide it in a timely matter to the President for planning of the weekly meeting and to the e-Revolutions staff for publication. The Club President-Elect enlists members from the Club, prior to the team draft, to serve as team captains and co-captains.

(c) **PAST PRESIDENTS** – Usually convened twice annually, to serve in an advisory capacity to the President and President-Elect, and provide a program the first meeting of February, the Club’s anniversary, to connect the membership to the Club’s history.

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(d) **BY-LAWS** – Review the By-Laws and compose amendments as requested by the Board, for adoption as set forth in Article 6 of these By-Laws.

(e) **NOMINATING** – Nominate candidates for Club offices, as set forth in Article 1 of these By-Laws.

Section 5 – Standing Committees – Service Projects:

(a) **SERVICE PROJECTS** – Develop and implement a process for Club members to select community and international service projects, subject to Board approval. Identify Club member project leaders, develop budgets and schedules for the projects, and encourage members' involvement.

(b) **FUND-RAISING** – Develop strategies, a calendar, and events, as approved by the Board, to raise funds for the Club's service projects, and direct the fund-raising events.

(c) **YOUTH SERVICES** – Recognize and encourage the youth of our community:

- Identify worthwhile projects
- Encourage Club members to participate in mentoring programs
- Serve as liaison with the Rotaract and Interact Clubs
- Invite youth to be featured at Club meetings
- Select students for Camp Royal and Camp Venture
- Support Exchange students in residence with Club members

(d) **PEACE** – Select the annual Peace Awardee, arrange Tilden Park Peace Grove activities, and coordinate the Club's relationship with the Rotary Center for International Studies in peace and conflict resolution at the University of California at Berkeley.

Section 6 – Standing Committees – Rotary District and Foundation

(a) **DISTRICT ACTIVITIES** – Coordinate and promote Club participation in District-sponsored activities, meetings and conferences, which may include:

- Group Study Exchange – Recruit candidates for the GSE team, submit nominees to the District committee, and arrange housing, meals and transportation when hosting a visiting team

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- District Fund-raiser – Encourage Club members to participate, both financially and in attendance, and obtain an auction item for the event, as needed
- District Conference – Encourage Club members’ attendance at the District Conference
- Service on District committees – Encourage member participation on District committees

(b) ROTARY INTERNATIONAL –Promote the work of Rotary International, and encourage donations for and track participation in Paul Harris Fellowships and the Polio Plus Program.

(c) SCHOLARSHIP – Interview and select candidates for the Berkeley Rotary Scholarships, interview and nominate candidates for Rotary International Scholarships, and host visiting Rotary International scholars.

Section 7 – Other Entities:

(a) EAST BAY-RENO INTERCITY – The Rotary Club of Berkeley has established The Rotary Club of Berkeley East Bay-Reno Intercity Committee, Inc. Under the Articles of Incorporation and By-Laws of that corporation, the Board of Directors of the Rotary Club of Berkeley has no powers with regard to that corporation.

(b) BERKELEY ROTARY ENDOWMENT – The Rotary Club of Berkeley has established The Berkeley Rotary Endowment. Under the Articles of Incorporation and By-Laws of that corporation, the Board of Directors of the Rotary Club of Berkeley has no powers with regard to that corporation.

ARTICLE 8: FINANCES

Section 1 – Club Accounts: The Treasurer or Secretary shall deposit all funds of the Club in an account or accounts, in the Club’s name, at one or more financial institutions, as shall be named by the Board of Directors and reapproved each Rotary year.

Section 2 – Payment of Bills and Financial Reviews: All bills shall be paid only by checks signed with two authorized signatures, of which one must be that of the President, Treasurer, or Secretary. The Board of Directors may authorize persons other than the above three officers to be the second signatory. A thorough review of all the Club’s financial transactions shall be made by a certified public accountant or other qualified person at least once every two years.

Section 3 – Bonding of Officers: Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of the bond to be borne by

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the Club.

Section 4 – Fiscal Year: The fiscal year of this Club shall extend from July 1st to the following June 30th.

Section 5 – Budget: At the beginning of each Club Year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes, unless otherwise ordered by action of the Board.

ARTICLE 9: METHOD OF ELECTING MEMBERS

Section 1 – Submission of Name: The name of the newly proposed member, having been proposed by a member in good standing, shall be submitted to the Board of Directors in writing, (by mail, email or at a regular Club meeting), through the Club Secretary. The proposal for the time being shall be kept confidential, except as otherwise provided in this procedure.

Section 2 – Compliance with Requirements: The Board of Directors shall ensure that the proposal meets all of the Classification and Membership requirements of the Club Constitution.

Section 3 – Initial Board Approval: The Board of Directors shall approve or disapprove the proposal within 5 days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

Section 4 – Prospect Orientation and Application: If the decision of the Board of Directors is favorable, the prospective member shall be fully informed of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form, with written permission to publish his or her name and proposed classification to the membership of the Club.

Section 5 – Application Submission and Action: The name and proposed classification of the prospective member shall be sent to the members of the Club, by mail or email. A five-day period shall then be allowed, during which any member, other than honorary, objecting to the election of the one proposed, shall notify the Board of Directors in writing by mail or email, stating the reason for his/her objections. If no objections are received, the proposed member shall be considered elected to membership. If an objection is received within the five days, the Board of Directors shall vote on the matter and either elect the person to membership or deny it.

Section 6 – Induction: Following the election, if positive, the President shall arrange for the induction of the

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new member, and the Club Secretary shall report the new member to Rotary International, arrange to provide appropriate literature for presentation at the induction, and arrange for a member to assist the assimilation of the new member.

Section 7 – Honorary Membership: The name of a proposed candidate for Honorary Membership shall be submitted to the Board of Directors in writing, and the election shall be in the same manner and form as prescribed for the election of an active member.

Section 8 – Conflicting Membership: Any member of the Rotary Club of Berkeley who joins any other Club or organization whose objects, requirements, principles, and method of conduct are similar to those of Rotary shall automatically cease to be a member of the Rotary Club, unless she or he resigns membership in the other Club. In case there is any doubt whether the objects, principles and requirements of the other organization are similar to those of Rotary, then the question shall be referred to the Governing Board of Rotary International, whose decision shall be final.

Section 9 – Duration of Membership/Suspension: The duration or suspension of membership shall be subject to the provisions of the Club Constitution.

ARTICLE 10: RESOLUTIONS AND SUBSCRIPTIONS

Section 1 – Action on Motions: No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred without discussion, to the Board, which after having given consideration to the matter shall submit its recommendations to the Club. Having received the recommendations of the Board, the Club may then proceed to take such action as may seem proper to the majority.

Section 2 – Charitable Appeals: Any appeal for charitable or other subscriptions to be made by the Club, or its members as Rotarians, shall conform to the procedure prescribed by Section 1 of this Article.

END