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1/2/63

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# CONSTITUTION OF THE LODI-TOKAY ROTARY CLUB

## ARTICLE I NAME

The name of this organization shall be the Lodi-Tokay Rotary Club

## ARTICLE II TERRITORIAL LIMITS

The territorial limits of this club shall be the Lodi area.

## 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 acquaintance as an opportunity for service;

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

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

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 - This club shall hold a regular meeting once each week on the day and time provided in its by-laws.

In an emergency, or 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.

If a regular meeting falls on a legal holiday or in the case of the death of the club president, or of an

epidemic or of a 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 - 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.

Section 2 - *Kinds.* This Rotary club shall have four kinds of membership, namely: active, senior active, past service and honorary.

Section 3 - *Active.* This club may elect to active membership a person who is

(1) engaged as a proprietor, partner, corporate officer or manager of any worthy, recognized business or profession;

or

(2) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession;

or

(3) acting as the local 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/she is to be classified in the club and having his/her place of business or residence located within the territorial limits of this club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

There shall not be more than one active member in each classification of business or profession excepting the religion, news media and diplomatic classifications, and excepting the provision for additional active members as provided in Section 4 of this article.

**Section 4 - Additional Active Member.** (a) Any active member of this club may propose for and the club may elect to active membership one additional person who is actively engaged in the same classification of business and profession as that of the proposer, whose classification shall be the same as that of the proposer. The qualifications of such additional active member shall be the same as set forth in Sections 1 and 3 of this Article for active membership. Such additional active member is in all respects an active member under this paragraph.

(b) This club may, subject to the approval of the holder of the classification, also elect to active membership an additional person who is a former active member active member of another Rotary club and who is actively engaged at a place of business, or who resides, within the territorial limits of the club and who is otherwise qualified for membership provided:

(1) that there shall, in no case, be more than one additional active member elected under this paragraph of this section in respect of any one classification, and

(2) that any member so elected shall have terminated membership of his former club only because he ceased to be actively engaged within the territorial limits of that club in the classification of business or profession under which he was classified in that club, and

(3) that, although such additional active member is in all respects an active member under Section 4 (a) hereof.

(c) In the event of the termination of active membership of the holder of the classification or in the event that he becomes a senior active member or for any other reason he ceases to be the holder of the classification, the membership of the additional active member or members elected under Section 4(a) and (b) shall be dealt with as follows:

(1) If there is only one such additional active

member, that member shall automatically become an active member and the holder of the classification.

(2) If there are two additional active members, then the club shall elect one of the additional active members to be the active member and the holder of the classification.

(3) Upon the election to active membership of one of the additional active members as prescribed in (2) above, the status of the other additional active member shall remain unchanged.

**Section 5 - Senior Active Membership.** (a) Any active member of this club or past service member whose combined active and past membership in one or more clubs conforms with the service requirements as hereinafter set forth,

(1) who has been a member of one or more clubs for a total of fifteen or more years, ✓

or

(2) who is of the age of sixty or more after having been a member of one or more clubs for a total of ten or more years, ✓

or

(3) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years, ✓

or

(4) who is a present or a past officer of Rotary International shall automatically and forthwith become a senior active member.

(b) This club may elect to senior active membership any former member of any club who was a senior active member or was eligible to become a senior active member at the time he ceased to be a member of a club. ✓

(c) A senior active member shall have all the rights, privileges and responsibilities of an active member, except that the member:

(1) shall not be considered as representing any business or professional classification; and

(2) shall not have the right to propose an additional active member under Section 4(a) hereof.

This club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be engaged.

**Section 6 - Past Service.** (a) A former active member of a club, whose active membership was terminated because of such member's retirement from active business or professional life, may be elected a past service member in the club in which he/she held active membership or in any other club provided that he/she has held active membership in any one or more Rotary clubs for three or more years or he/she has attained the age of 55 years irrespective of the length of his/her membership. Such former member may be elected to past service membership at the time of, or at any time after, the termination of his/her active membership, provided he/she has all the other qualifications of a past service member. If his/her retirement from business or professional life occurs after he/she has ceased to be a member of a club, he/she is not eligible to past service membership. A past service member shall be required to pay an admission fee unless he/she was formerly an active member of this club, in which case he/she shall not be required to pay a second admission fee.

(b) An active member who, through no fault of his/her own, would otherwise lose his/her classification may, by action of the board of directors of this club, be elected to past service membership.

(c) A past service member shall have all the rights, privileges and responsibilities of an active member except that he/she shall not be considered as representing any business or professional classification nor may he/she become a senior active member (except as provided in Section 5(a) of this Article); nor shall he/she have the right to propose an additional active member under Section 49(a) hereof.

**Section 7 - Dual Membership.** No person shall simultaneously hold active, senior active, or past service membership in this and another club. No person shall simultaneously hold active, senior active, or past service membership and honorary membership in this club.

**Section 8 - Honorary Membership.** A person who has distinguished himself by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this club.

Honorary membership 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 other privileges of the club. No honorary member of this club is entitled to any

rights or privileges in any other club.

**Section 9 - 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 10 - Public Office.** Persons elected or appointed to public office for a specified time only shall not be eligible to active membership in this 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.

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

## ARTICLE VI CLASSIFICATIONS

**Section 1 - Classifications.** (a) Each active member of this club shall be classified in accordance with the member's business or profession.

(b) The classification of each active member of this club shall be that which covers the principal and recognized activity of the firm, company or institution with which such member is connected or that which covers the member's 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 the member shall be allowed a hearing thereon.

**Section 2 - Limitations.** The active membership shall consist of but one person from each classification of business or profession, excepting the religion, news

media, and diplomatic services classifications, which may have more than one person in each classification, and excepting the provision for additional active members.

## ARTICLE VII ATTENDANCE

**Section 1 -** Every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if the member is present for at least 60% of the time devoted to the regular meeting or makes up for his/her absence in any one 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) the member attends at least 60% of the time devoted for the regular club meeting of another club or a provisional club, or

(ii) by direction of this club, the member attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or a provisional Rotaract or Interact club or Rotary Village Corps, or

(iii) the member attends a Convention of Rotary International, a Council on Legislation, an International Assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute of 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, 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) the member is in attendance 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 that time and place;

(b) If, at the time of such meeting the member is

(i) traveling with reasonable directness to or from one of the meetings 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/her 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/her attendance is completely impossible.

**Section 2 - Notice of make-up.** In the cases set out in paragraph (a)(ii); (a)(iii);(b) of Section 1 of this Article, the member shall only be counted as being in attendance if the member personally gives notice to the club. In the cases set out in paragraphs (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 member's absence shall be excused if

(a) the absence is caused by protracted ill health or impairment or by a stay of more than two weeks in a country in which Rotary clubs do not exist so that the member is physically unable to attend a regular meeting and the board approved the member's absence in which case the absence shall not be computed in the club's attendance record.

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/her absence in accordance with Section 1(a) of this article, or the member:

(b) is a senior active member and

(i) has been a member of one or more clubs for an aggregate of twenty years or more and has reached the age of 65 years,

(ii) has been a member of one or more clubs for an aggregate of fifteen years or more and has reached the age of 70 years,

and

the member has notified the club secretary in writing of the 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 record, but if the member so desires, attendance may be so computed.

## ARTICLE VII DIRECTORS AND OFFICERS

**Section 1** - 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** - Except as herein otherwise specifically provided the decision of the board in all club matters shall be final, subject only to an appeal to the club. The board shall have general control over all offices 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** - The officers of this club shall be a president, a president-elect, one or more vice presidents, all of whom 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** - 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 the member's election and shall serve for the period of the election or until his/her successor shall have been elected and qualified.

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/she shall take office as president. The president shall be a director of the board and shall serve as president-elect for the year immediately preceding the year in which he/she will serve as president. The president shall take office on the first day of July in the Rotary year for which he/she is elected or until a successor shall have been elected and qualified.

Each officer and each director shall be an active (including additional active), senior active, or a past service member in good standing of this club. For a better understanding of the duties and responsibilities of the club president, the president-elect shall attend the District Presidents-Elect Training Seminar and the District Assembly. If for good reason he/she cannot

attend the District Assembly, the member should send a designated representative from the club whose duty it will be to report to the club president the nature of the proceedings.

## **ARTICLE IX ADMISSION FEES AND DUES**

**Section 1** - Every active, senior active, and past service member of this club shall pay as an admission fee and as annual dues such sums as may be prescribed in the by-laws of this club except that a senior active or past service member who has held active membership in this club shall not be required to pay a second admission fee.

## **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, except that (1) an active member who, through no fault of his/her own, would otherwise lose his/her classification may, by action of the board of directors of this club, be elected to past service membership; or (2) 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 the member to visit and become known to a Rotary club in the community to which he/she moves, providing he/she 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 (3) an active member who would be losing his/her classification without default on the member's part may retain his/her classification and be given special leave of absence for a period not exceeding one year to enable the member to obtain new employment in the member's classification or in a new classification providing he/she continues to comply with attendance and all other conditions of Rotary membership. The termination of his/her membership would take effect only at the end of the period of leave granted to the member.

(b) When a past service member reenters active business or professional life his membership automatically becomes active membership if the classification is vacant. If the classification is not

vacant, the member continues as a past service member.

(c) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the board in its discretion may, by resolution, from year to year, continue such honorary membership for the ensuing year.

**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, the member shall not be required to pay a second admission fee.

**Section 4 - Termination - Non-payment of Dues.** Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the board, may be reinstated to membership upon payment of all indebtedness to the club, provided that no former member can be reinstated to active membership if the member's former classification has been filled.

**Section 5 - Termination - non-attendance.** The membership of any member other than an honorary member of this club shall automatically terminate if, without the consent of the board for good and sufficient reasons, the member fails:

(a) to attend or make up four consecutive regular meetings, or

(b) to attend or make up at least sixty percent of the regular meetings in the first or second six months of the fiscal year, or

(c) to attend at least thirty percent of the regular meetings of this club in the first or second six months of the fiscal year.

**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.

(c) In either case (a) or (b) the member shall be given at least ten (10) days notice in writing of such pending action and an opportunity to submit to the board a written answer. The member shall also have the privilege of appearing before the board to state his/her case. Service of such notice shall be made by telephone, personal delivery or by registered letter to the member's last known address.

(d) In case of a decision to terminate membership the secretary shall, within seven (7) days after the date of the board's decision, notify the member in writing of the decision of the board. Such member may, within fourteen (14) days after the date of such notice, give written notice to the secretary of his/her intention either to appeal to the club or to arbitrate as provided in Article XIV of this constitution. In the event the member appeals, the board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least ten (10) days notice of such club meeting and its special business shall be given to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.

(e) When the board has terminated the membership of an active member as provided for in this Section, the club shall not elect a new member under his former classification until the time for hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.

(f) The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

**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 - Property Interest - Forfeiture of.** Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

## **ARTICLE XI COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS**

Section 1 - The general welfare of the community, the nation, and the world is a concern to the members of this club, and the merits 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 - 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 - (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 - 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, senior active, or past service member of this club, by accepting 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. Each member's subscription shall be for six (6) month periods and shall continue as long as he/she 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 - The amount of the subscription shall be collected by the club from each member semiannually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publication 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 the admission fee and dues, thereby accepts the principals of Rotary as expressed in its Object and submits 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 privilege of the club. No member shall be absolved from the observance of the constitution and by-laws on the plea that the member has not received a copy.

## **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 branch of the constitution or by-laws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactory 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 of Rotary International, by the Council on Legislation, or by the Board of Directors of Rotary International.

**Section 3 - *Procedure.*** 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.

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

The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly proffered amendment thereof.

**Section 4 - Article I (Lodi-Tokay Rotary Club) and article II (Lodi Area) 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 distributed to each member at least fourteen (14) 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 R.I., 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.**