



# CONSTITUTION AND BYLAWS FOR HEMET SUNSET ROTARY

This Constitution and these Bylaws are written in accordance with Rotary International rules and regulations and the policies of Hemet Sunset Rotary

*UPDATED on June  
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# **Constitution of the Rotary Club of Hemet Sunset**

## **Article 1 - Definitions**

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

## **Article 2 - Name**

The name of this organization shall be Rotary Club of Hemet Sunset  
(A member in good standing of Rotary International)

## **Article 3 - Purposes**

The purposes of this club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

## **Article 4 - Locality of the Club**

The locality of this club is as follows: City of Hemet, County of Riverside, CA

## **Article 5 - 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 occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

### *Third*

The application of the ideal of service in each Rotarian's 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 6 - Five Avenues of Service**

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

### 1. Club Service

The First Avenue of Service, involves action a member should take within this club to help it function successfully.

### 2. Vocational Service

The Second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.

### 3. Community Service

The Third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.

### 4. International Service

The Fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

### 5. Youth Services

The Fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

## **Article 7 - Exceptions to Provisions on Meetings and Attendance**

The bylaws may include rules or requirements not in accordance with article 8, section 1; article 12; and article 15, section 4, of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution; a club, however, must meet at least twice per month

## **Article 8 - Meetings**

### **Section 1 — Regular Meetings.**

(a) *Day and Time.* This club shall hold a regular meeting at least two times per month. The Date and Time of these meetings are set by the Board from time to time.

(b) *Change of Meeting.* For good cause, the board 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.

(c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

(d) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

### **Section 2 — Annual Meeting**

(a) An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

(b) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

## **Article 9 - Exceptions to Provisions on Membership**

The bylaws may include rules or requirements not in accordance with Article 10, sections 2 and 4 - 8 of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution.

## **Article 10 - Membership**

### **Section 1 — *General Qualifications***

This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

### **Section 2 — *Kinds***

This club shall have three kinds of membership, namely: active, corporate, and honorary.

### **Section 3 — *Active Membership***

A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.

### **Section 4 — *Satellite Club Membership.***

Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

### **Section 5 — *Dual Membership.***

No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

### **Section 6 — *Honorary Membership***

(a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.

(b) *Rights and Privileges.* 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. Such members shall not hold classifications, but shall be entitled

to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 7 —  *Holders of Public Office***

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

**Section 8 —  *Rotary International Employment***

This club may retain in its membership any member employed by RI.

**Article 11 - Classifications**

**Section 1 —  *General Provisions***

(a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.

(b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

**Section 2 —  *Limitations***

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, the club may elect a person to active membership in a classification so long 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 a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude

election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

## **Article 12 - Attendance**

### **Section 1 — General Provisions**

Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the bylaws, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 50 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

(a) 14 Days Before or After the Meeting. If, within fourteen (14) days before or after the regular time for that meeting, the member

- (1) attends at least 50 percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
- (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
- (4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or

- (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
  - (7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation. When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.
- (b) At the Time of the Meeting. If, at the time of the meeting, the member is
- (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or
  - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
  - (3) serving as the special representative of the district governor in the formation of a new club; or
  - (4) on Rotary business in the employ of RI; or
  - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
  - (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

**Section 2 — *Extended Absence on Outposted Assignment***

If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

**Section 3 — *Excused Absences***

A member's absence shall be excused if:

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months.
- (b) the age of the member is 65 and above and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the

member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

**Section 4 — *RI Officers' Absences***

A member's absence shall be excused if the member is a current officer of RI.

**Section 5 — *Attendance Records***

When a member whose absences are excused under the provision of subsection 3(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

**Article 13 - Directors, Officers and Committees**

**Section 1 — *Governing Body***

The governing body of this club shall be the board constituted as the bylaws may provide.

**Section 2 — *Authority***

The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 — *Board Action Final***

The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 15, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

**Section 4 — *Officers***

The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer, and may include one or more vice-presidents, all of whom shall be members of the board. The club officers shall also include a

sergeant-at-arms, who may be a member of the board as the bylaws shall provide. Club officers shall regularly attend satellite club meetings.

**Section 5 — Election of Officers**

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.

(b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

**Section 6 — Governance of a Satellite Club of This Club (When Applicable).**

A satellite club shall be located in the same locality as this club or in the surrounding area.

(a) *Satellite Club Oversight.* This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.

(b) *Satellite Club Board.* For the day-to-day governance of a satellite club, it shall have its own annually elected board drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair and other officers shall be the immediate past chair, the chair-elect, the secretary and the treasurer. The satellite board shall be responsible for the

day-to-day organization and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.

(c) **Satellite Club Reporting Procedure.** A satellite club shall, annually, submit to the president and board of this club a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

### **Section 7 — Committees.**

This club should have the following committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed.

### **Article 14 - Admission Fees and Dues**

Every member shall pay an admission fee and annual dues as prescribed in the bylaws.

### **Article 15 --Duration of Membership**

#### **Section 1 — *Period***

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

#### **Section 2 — *Automatic Termination***

(a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

(1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;

(2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

### **Section 3 — Termination — Non-payment of Dues**

(a) *Process.* 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 of the date of notification, membership may terminate, subject to the discretion of the board.

(b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2.

### **Section 4 — Termination — Non-attendance [See article 7 for exceptions to the provisions of this section.]**

(a) *Attendance Percentages.* A member must:

(1) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;

(2) attend at least 30 percent of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such nonattendance for good cause.

(b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 12 9, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

### **Section 5 — Termination — Other Causes**

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 10 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.

(b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

### **Section 6 — Right to Appeal, Mediate or Arbitrate Termination**

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 19.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 19.

(d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

### **Section 7 — Board Action Final**

Board action shall be final if no appeal to this club is taken and no arbitration is requested.

### **Section 8 — Resignation**

The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

### **Section 9 — Forfeiture of Property Interest**

Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

### **Section 10 — Temporary Suspension**

Notwithstanding any provision of this constitution, if in the opinion of the board:

(a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and

(b) those accusations, if proved, constitute good cause for terminating the membership of the member; and

(c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and

(d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club; 10 the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the board determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in article 15, section 6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

## **Article 16 - Community, National, and International Affairs**

### **Section 1 — *Proper Subjects***

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

### **Section 2 — *No 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 — *Non-Political***

(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals*. 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.

**Section 4 — *Recognizing Rotary's Beginning***

The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

**Article 17- Rotary Magazines**

**Section 1 — *Mandatory Subscription***

Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

**Section 2 — *Subscription Collection***

The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

**Article 18 --Acceptance of Object and  
Compliance with Constitution and Bylaws**

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

## Article 19 - Arbitration and Mediation

### Section 1 — *Disputes*

Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

### Section 2 — *Date for Mediation or Arbitration*

In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

### Section 3 — *Mediation*

The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

#### **Section 4 — Arbitration**

In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

#### **Section 5 — Decision of Arbitrators or Umpire**

If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

### **Article 20 - Bylaws**

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

### **Article 21 - Interpretation**

Throughout this constitution, the terminology “mail,” “mailing,” and “ballot by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

### **Article 22 - Amendments**

#### **Section 1 — Manner of Amending**

Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

#### **Section 2 — Amending Article 2 and Article 3**

Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

# Bylaws of the Rotary Club of Hemet Sunset

## Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, President Nominee (when selected), secretary, treasurer, and Sergeant at Arms and together these members shall constitute the Executive Committee. Additionally, 6 Directors nominated according to the Article 3 shall serve as the Club Chairs for the following committees: Club Service, Community Service, International Service, Vocational Service, Youth Service and PR Committee. And 2 Directors, the Foundation Committee and Membership Committee chairs, shall be appointed by the Board for up to three year terms and shall be voting members of the Board.

## Article 3 Election of Directors and Officers

- Section 1 – One month before the date set for elections club members will nominate candidates for president nominee, secretary, treasurer, and Sergeant at Arms. The nominations will be made by the members from the floor at a Club meeting held for this purpose.
- Section 2 - The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3 - At the first meeting of the new elected Board the President Elect will bring a list of nominations for the additional 6 Directors mentioned in Article 2. The Board, by majority vote may seat those Directors for a one year term.
- Section 4 - If any officer or board member, other than those elected by the Club, vacates his or her position, the remaining members of the board will appoint a replacement. If the office of the President or other Club elected Director is vacant, the Club will choose a past president to replace the president, or member in good standing to replace a director, to serve in that position for the balance of the term.
- Section 5 —If the office of the President Elect is vacant, the President Nominee will serve in that position for the balance of the term. If the office of the President Nominee is vacant, the Club will select another President Nominee.
- Section 6 - The terms of office for all Directors, except the Foundation Chair and the Membership Chair, is one year.
- Section 7 – Any Director except Club elected Directors, can be removed by a majority vote of the Board then in office. Club elected Directors may be removed from office by a majority vote of the Club upon recommendation of a majority of the Board.

## Article 4 Duties of Officers

- Section 1 – *President.*** It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.
- Section 2 – *Immediate Past President.*** It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board including to preside at meetings of the club and the board in the absence of the president.
- Section 3 – *President-elect.*** It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.
- Section 4 – *President Elect Nominee.*** It shall be the duty of the President Elect Nominee to serve as a director in place of the vice-president and to perform such other duties as may be prescribed by the president or the board.
- Section 5 – *Secretary.*** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.
- Section 6 – *Executive Secretary*** – An Executive Secretary may be appointed by the President, President Elect, and the President nominee for a three year term to maintain all club records that are required to be kept online in District and RI electronic systems designed for that purpose. The Executive Secretary shall not be required to fulfill the duties of the Club Secretary for any reason.
- Section 7 – *Treasurer.*** It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. All RI global grant funds shall be kept in separate bank accounts and accounted for separately from ongoing Club finances. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.
- Section 8 – *Sergeant-at-Arms.*** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board and may include maintaining order at meetings of the Club.

## Article 5 Meetings

- Section 1 – *Annual Meeting.*** An annual meeting of this club shall be held in the month of November of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.
- Section 2 –** The regular weekly meetings of this club shall be held on Wednesday at

5:30 p.m. at a location chosen from time to time by the club. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

**Section 3** – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4** – Regular meetings of the board shall be held on the first Wednesday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5** – One (1) more than half of the members of the board of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is initially present shall be regarded as the act of the board, unless a greater number is required by law, these Bylaws, or by the articles. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws or by law. If at any meeting of the board of directors there shall initially be less than a quorum present, or members withdraw until less than a majority of the quorum remains, those present shall adjourn the meeting.

#### **Article 6 Fees and Dues**

**Section 1** – The admission fee shall be \$ 0.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** – The membership dues shall be \$ 145.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

#### **Article 7 Method of Voting**

The business of this club shall be transacted voice vote or a show of hands except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote. Satellite clubs shall vote in similar fashion for satellite club business, but will participate with the Hemet Sunset Club in the election of Directors.

#### **Article 8 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing committees should be appointed as follows:

- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Service Projects**  
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

## **Article 9 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. This budget shall be presented to the Club for approval prior to July 1 of the year in which it becomes effective

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – Club members will receive an annual financial statement of the Club

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1

July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

### **Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leaves of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve months.

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*(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

### **Article 13 Method of Electing Members**

- Section 1** – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.
- Section 2** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, of its decision.
- Section 3** – If the decision of the board is favorable, the prospective member shall be informed and invited to join the Club.
- Section 4** – Following new member processing, the president shall arrange for the new member's induction, and new member Rotary literature. In addition, the executive secretary, president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.
- Section 5** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.
- Section 6** – The Club may propose and confirm Corporate Members. Each Corporate Membership will be counted as one dues paying member for Rotary International membership purposes, but allow up to three individuals to attend Club meetings and Club projects as corporate members. Each Corporate Member must annually designate in writing up to two alternate members that may attend Club functions. The Corporate member must also annually designate in writing one voting member that will vote on behalf of the Corporate Membership.

### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article 15 Order of Business**

Meeting called to order.  
Introduction of visitors.  
Correspondence, announcements, and Rotary information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

## **Article 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.