

**Code of Regulations (Bylaws) of the  
Rotary Club of Upper Arlington/Grandview (Tri-Village)**

**ARTICLE 1**

**Purpose**

The Rotary Club of Upper Arlington/Grandview (Tri-Village), also known as Tri-Village Rotary Club, is a 501(c)(4) organization and is organized expressly for the purpose of promoting service for the betterment of the community and society at large and not for the benefit of the corporation's Members, Directors, Officers or any private individual.

**ARTICLE 2**

**Definitions**

1. "Club" shall mean the Rotary Club of Upper Arlington/Grandview (Tri-Village).
2. "Board" shall mean the Board of Directors of this Club.
3. "Director" shall mean a member of this Club's Board of Directors.
4. "Officer" shall mean, whether individually or collectively, the duly-elected President, President-Elect, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms of this Club.
5. "Member" shall mean an active member, other than an honorary member, of this Club.
6. "RI" shall mean Rotary International.
7. "Year" shall mean the twelve-month period that begins on 1 July.
8. "Constitution" shall mean the standard Rotary club constitution authorized by Rotary International, as amended from time to time.
9. "Bylaws" shall mean this Code of Regulations (Bylaws) of the Rotary Club of Upper Arlington/Grandview (Tri-Village).

**ARTICLE 3**

**Board**

The governing body of this Club shall be the Board consisting of up to eleven (11)

Members of this Club, namely, the President, Immediate Past President, President-Elect (or President-Nominee, if no successor has been elected), Vice-President, Secretary, Treasurer, the Sergeant-at-Arms, and the four (4) at-large Directors elected in accordance with Article 4, Section 1 of these Bylaws.

## ARTICLE 4

### Directors and Officers

**Section 1. Nomination and Election of Officers and Directors.** At a regular meeting one month prior to the meeting for election of Officers, the presiding officer shall ask for nominations by Members of the Club for President, Vice-President, Secretary, Treasurer, Sergeant-at-Arms and two (2) Directors. The nominations may be presented by a nominating committee or by Members from the floor, by either or by both as the Board may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Board may determine. The nominating committee shall consist of the three most recent Past Presidents (with the most recent one serving as committee chair), the President, and the President-Elect. The President shall fill a vacancy on the nominating committee by appointment, with preference being given to the most recent Past President who is not already a member of the nominating committee. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. A Member nominated as Vice-President shall be a current or former member of the Board. A Member nominated as Secretary shall be a Past President. The candidates for President, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms receiving a majority of the votes shall be declared elected to their respective offices. The two (2) candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for President elected in such balloting shall be the President-Nominee. The President-Nominee shall take the title of President-Elect on the first day of July next following the election, and shall serve as an Officer during that year. On 1 July immediately following that year, the President-Elect shall assume office as President.

**Section 2. Vacancies in the Board or Any Office.** A vacancy in the Board or any office shall be filled by action of the remaining Directors; provided that, the Directors need not fill a vacancy on the Board created by the election of a current Director to the office of Vice-President, as described in Article 4, Section 5.

**Section 3. Vacancies of Officer-Elect or Director-Elect.** A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining Directors-elect. If a President-Nominee is unable to assume the office of President-Elect, or if a President-Elect is unable to assume the office of President, the remaining Directors-Elect shall appoint the duly-elected Vice-President to become the President-Nominee or President-Elect as soon as is practicable, and the Directors-Elect shall thereafter appoint a new Vice-President.

**Section 4. Term of Office of Officers.** The President, President-Elect, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms shall take office on 1 July next following the election and shall serve a period of one (1) year or until a successor has been duly elected and qualified. The Immediate Past President shall take office on 1 July next following the completion of the



term of office as President and shall serve a period of one (1) year or until a successor has been duly qualified.

**Section 5. Term of Office of Directors.** Directors-elect shall take office as Directors on 1 July next following the election and shall serve a period of no more than two (2) consecutive years or until a successor has been duly elected and qualified; provided that, the foregoing limitation shall not apply to a Director who is elected to serve out the remainder of another Director's term. After being off the Board for a minimum of one (1) year, a previous Director can be re-elected for another two (2) year term. A Director who is elected to the office of Vice-President after the first year of the two (2) year term shall continue to also serve in that role during the second year of that term.

## **ARTICLE 5**

### **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.

**Section 3. President-Elect.** It shall be the duty of the President-Elect to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as ordinarily pertain to the office of President-Elect.

**Section 4. Vice-President.** It shall be the duty of the Vice-President to serve as a Director 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 send out notices of Club and Board 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 membership and 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; order supplies for the Club, such as badges for new Members and appreciation gifts for guest speakers; and perform other duties as usually pertain to the office of secretary.

**Section 6. Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other Club property.



**Section 7. Sergeant-at-Arms.** The duties of the Sergeant-at-Arms shall be to keep membership records, record attendance at meetings, and other duties as are usually prescribed for such office and as may be prescribed by the President or the Board.

## **ARTICLE 6**

### **Meetings**

**Section 1. Annual Meeting.** An annual meeting of this Club shall be held on a date set by the Board, but in no event later than 31 December of each Club fiscal year, at which time the election of Officers and Directors to serve for the ensuing year shall take place.

**Section 2. Weekly Meetings; Record of Attendance.** The regular weekly meetings of this Club shall be held on Wednesday at 7:30 A.M. Due notice of any changes in or canceling of the regular meeting shall be given to all Members of the Club. All Members excepting an honorary member (or member excused pursuant to the Constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary club, or as otherwise provided in Article 9, Sections 1 and 2, of the Constitution.

**Section 3. Quorum at Regular Meetings.** One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

**Section 4. Order of Business at Regular Meetings.** Unless otherwise varied by the President or other Officer presiding at a Club meeting, the order of business at all regular Club meetings shall be as follows:

1. Meeting called to order.
2. Invocation and pledge of allegiance.
3. Introduction of visitors (including guests and visiting Rotarians).
4. Fellowship.
5. Announcements.
6. Reports (if any) of the Board or Committees.
7. Scheduled speaker or other programming.
8. Club fundraising activities.
9. Adjournment.

**Section 5. Board Meetings.** Regular meetings of the Board shall be held on the first Thursday of each month at 7:15 a.m., beginning in April 2011. 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 6. Quorum at Board Meetings.** A majority of the Directors shall constitute a quorum of the Board.



**Section 7. Method of Voting.** The business of this Club shall be transacted by voice vote except the election of Officers and Directors, which shall be by ballot (unless there is only one nominee for a particular position, in which case a voice vote may be taken in lieu of a vote by ballot for that particular position). Any action may be taken or authorized by the affirmative vote of a majority of the Members present and voting. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

**Section 8. Resolutions.** The Club shall not act upon any resolution or motion to commit the Club on any matter (whether raised at a regular Club meeting, at a Board meeting, in writing, or otherwise) until the Board has considered the resolution or motion. Such resolutions or motions, if offered at a Club meeting, in writing, or otherwise, shall be referred to the Board without discussion.

**Section 9. Notice of Meetings.** Notice of meetings, cancellation of meetings or change of venue for meetings may be given by publication in the Club newsletter or may be distributed by mail, e-mail, facsimile transmissions or other authorized communications equipment.

**Section 10. Cancellation of Meetings.** 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 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 Members. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that the Club does not fail to meet for more than three consecutive meetings. The Board may cancel Board meetings that fall on the day of observance of a legal holiday or for other such causes and duration that are not inconsistent with the Constitution.

**Section 11. Change of Meetings.** 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.

## ARTICLE 7

### **Admission Fees, Dues, Meal Costs, and Other Club Fees**

**Section 1. Admission Fee.** The Board shall determine the admission fee, if any, to be paid before an applicant can qualify as a Member, except as provided for in Article 11 of the Constitution.

**Section 2. Membership Dues; Other Club Fees.** The Board shall determine the annual membership dues, payable quarterly or otherwise as determined by the Board, with the understanding that a portion of one or more such payments shall be applied semiannually to each Member's subscription to the RI official magazine.

**Section 3. Meal Costs.** The Board shall determine the cost of meals at regular Club Meetings. Such costs may be included in and payable as part of a membership dues invoice.



**Section 4. Other Club Fees and Requests for Contribution.** Subject to the approval of the Board, the Club may charge Members with additional fees relating to Club fundraising events and activities, and may request voluntary contributions to the Rotary Foundation. Such fees and requests for contribution may be included in and payable as part of a membership dues invoice.

## **ARTICLE 8**

### **Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of the Club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. The Club will be active in each of the Avenues of Service.

## **ARTICLE 9**

### **Committees**

**Section 1. Committee Leadership.** 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. 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.

**Section 2. Standing and Ad Hoc Committees.** Subject to the approval of the Board, the President shall appoint standing committees as follows:

- (a) **Membership Committee.** This committee recruits and works to retain Members, identifies and educates prospective members about the Club, conducts Club orientation meetings for new Members, and notifies Members whose attendance has fallen below fifty percent (50%).
- (b) **Public Relations Committee.** This committee provides the public with information about Rotary and promotes the Club's service projects and activities.
- (c) **Sergeant at Arms / Fellowship Committee.** This committee updates and maintains records on Member attendance at Club meetings, sets up for weekly Club meetings, welcomes and recognizes visiting Rotarians and guests at Club meetings, collects monies paid for meals on the day of the meeting, and fosters fellowship through activities at Club meetings.
- (d) **Social and Family of Rotary Committee.** This committee coordinates social and networking events for Members, their families, and other persons interested in joining the Club.

- (e) Program Committee. This committee identifies, contacts, and schedules speakers for presentations at Club meetings.
- (f) Chaplain Committee. This committee schedules Members to give the invocation at Club meetings.
- (g) Newsletter Committee. This committee keeps Members informed by publishing a weekly newsletter and taking photographs at Club meetings, activities, and events.
- (h) Finance Committee. This committee promotes and protects the fiscal well-being of the Club through monitoring Club finances and assisting the Board in establishing annual budgets for the Club. This committee is comprised of the Treasurer, the Vice-President, and one (1) Director.
- (i) Fundraising Committee. This committee coordinates events and activities to raise funds from Members for use in supporting the Club's service projects and other local, national, and international charitable projects. This committee collects fundraising monies at Club meetings.
- (j) Literacy Committee. This committee develops and implements educational projects that address the literacy needs of the community. This committee's projects include tutoring through reading to elementary school students, distributing dictionaries to local schools, and donating books to local school libraries.
- (k) Sunshine Committee. This committee sends cards, flowers, and gifts to Members and other persons to remember such events as births, deaths, birthdays, anniversaries, retirements, and recognition of service to the Club and the community.
- (l) Community Service Committee. This committee supports charitable and service-oriented organizations in the community. This committee develops and implements plans and funding for Club signature projects.
- (m) Vocational Service Committee. This committee guides and assists Members in promoting high standards of conduct in their business and professional lives. This committee sponsors activities that include career development, vocational awareness, recognition of community public servants, and opportunities for youth to experience life skills needed for productive work in the community.
- (n) International Service Committee. This committee researches educational and humanitarian projects that address the needs of communities in other countries. This committee investigates scholarship opportunities offered by RI, such as the Ambassadorial and the Cultural Exchange programs. This committee is the



liaison between the Club and the exchange students it supports.

- (o) Rotary Foundation Committee. This committee encourages Members to support the Rotary Foundation through both financial contributions and program participation. This committee also informs the Board of Rotary grant opportunities and application requirements.
- (p) Nominating Committee. This committee receives nominations and evaluates and selects candidates for election as President, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, and Directors. This committee is comprised of the President, the President-Elect, and Past Presidents as described in Article 4, Section 1.

**Section 3. Ad Hoc Committees.** Subject to the approval of the Board, the President shall appoint additional ad hoc committees as needed, such as a nominating committee.

**Section 4. President as Ex Officio Member.** The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

**Section 5. Committee Business.** 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.

**Section 6. Committee Chair Responsibilities.** 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.

**Section 7. Committee Duties.** The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each committee, the President shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.

**Section 8. Committee Goals.** Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for Club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

## ARTICLE 10

### Finances

**Section 1. Budget.** 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.



**Section 2. Funds on Deposit.** The Treasurer shall deposit all Club funds in one or more financial institutions approved by the Board.

**Section 3. Disbursements.** All disbursements shall be made by check signed by the Treasurer or other authorized Officer only when approved by two other Officers or Directors; provided, however, that disbursements relating to the cost of meals at regular meetings may be done through use of a cash box at such meetings.

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

**Section 5. Bond.** Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club. The Board shall approve the amount and adequacy of such bond coverage on an annual basis. The Club shall pay the cost of any bond so required.

**Section 6. Fiscal Year.** The fiscal year of this Club shall extend from 1 July to 30 June. With respect to the collection of Members' dues, the fiscal year shall be divided into four (4) quarterly periods extending from 1 July to 30 September, from 1 October to 31 December, from 1 January to 31 March, and from 1 April 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, or on such other dates as the Board may approve, on the basis of the membership of the Club on those dates.

## **ARTICLE 11**

### **Membership**

**Section 1. Prospective Members.** The name of a prospective member, proposed by an active Member of the Club, shall be submitted to the Board in writing, through the Chair of the Membership Committee. A transferring or former member of another club may be proposed to active membership by the former club or by an active Member of the Club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2. Membership Prerequisites.** The Membership Committee shall ensure that the proposal meets all the classification and membership requirements of the Constitution.

**Section 3. Board Review of Proposal.** The Board shall approve or disapprove the proposal within thirty (30) days of its submission and shall notify the proposer, through the Membership Committee Chair, of its decision.

**Section 4. Publication of Name and Classification.** If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.



**Section 5. Objections; Election to Membership.** If no written objection to the proposal, stating reasons, is received by the Board from any Member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that prospective member, upon payment of the admission fee (if any), as prescribed in these Bylaws, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if any), shall be considered to be elected to membership. The admission fee referenced in this Section 5 is not applicable to an honorary membership, or as otherwise excused pursuant to Article 11 of the Constitution.

**Section 6. New Member Information.** Following the election, the President shall arrange for the new Member's induction, membership card (if any), and new member Rotary literature. In addition, the 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 committee, project or function.

**Section 7. Active Members.** Active Members are those individuals who meet the qualifications set forth in Article 7 of the Constitution, who have been accepted into the Club through the membership process, and who pay the specified Club admission fees and dues. Active Members shall have all the rights and privileges of membership, including the right to vote at meetings. Active Members are expected to attend meetings regularly, serve on at least one Club committee, participate at least occasionally in Club events, pay dues and fulfill such other obligations as determined by the Board.

**Section 8. Honorary Members.** The Club may elect, in accordance with the Constitution, honorary members proposed by the Board. Honorary members are individuals 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. The term of such membership shall be as determined by the Board. Honorary members are exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in the Club.

**Section 9. Leave of Absence.** Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time, but in no event longer than twelve months. A Member on leave of absence is responsible for paying dues during such leave, but is not responsible for pre-payment of food and beverage costs or for attending Club meetings or participating in other Club events.

**Section 10. Resignation from Membership.** Each Member shall have the right to withdraw from the Club at any time by providing written notice to the President or Secretary. Such withdrawal shall be accepted by the Board, provided that all indebtedness of said Member to the Club has been paid. Non-payment of dues for a period of twelve (12) months (whether or not consecutive) in a Club fiscal year is considered to be voluntary withdrawal from membership.



**Section 11. Reinstatement of Membership.** Except in cases where membership has been terminated by the Board pursuant to Article 11, Section 12 of these Bylaws, an active Member who has resigned his or her membership may make new application for membership, under the same classification he or she previously held or otherwise. Such application shall be processed in accordance with Article 11 of these Bylaws. If elected to membership, such reinstated Member shall not be required to pay a second admission fee (if any), but shall be required to pay dues and other fees assessed to active Members.

**Section 12. Termination of Membership.** The membership of any Member may be terminated by the Board for any one or more of the reasons described in Article 11, Section 12 of these Bylaws, by the votes of not less than two-thirds of the Directors at a meeting called for that purpose. The Member shall be given at least ten (10) days in advance notice in writing of such planned action and an opportunity to submit a written answer to the Board. Such notice shall be given by personal delivery or registered letter to the Member's last known address as reflected in the Club membership records. The Member shall have the privilege of appearing before the Board to state his or her case. The action of the Board shall be final if no appeal is taken pursuant to Article 12, Section 6 of the Constitution and no arbitration is requested pursuant to Article 16 of the Constitution. The following are sufficient causes for termination of membership of a Member of this Club:

- (a) The Member ceases to meet the qualifications for membership in the Club;
- (b) The Member has failed to pay dues to the Club for a period of thirty (30) days past due;
- (c) The Member has failed to attend at least thirty percent (30%) of regular Club meetings in a half year;
- (d) The Member has failed to attend or make up at least fifty percent (50%) of regular Club meetings in a half year;
- (e) The Member has failed to attend or make up four (4) consecutive regular Club meetings without being excused by the Board; and
- (f) Any other good cause exists for terminating the membership of the Member.

## **ARTICLE 12**

### **Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by the votes of not less than two-thirds of those Members present, provided that notice of such proposed amendment shall have been provided 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 Constitution of this Club and with the constitution and bylaws of RI.



## **ARTICLE 13**

### **Dissolution**

In the event of the dissolution of the Club, the Board will, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club, or to other Rotary clubs as the Board shall determine. The Court of Common Pleas of Franklin County, Ohio shall dispose of any assets not otherwise disposed of by the Board, and such assets shall be distributed by the court exclusively for the purposes of the Club, or to other Rotary clubs as the court shall determine, or to such organization or organizations as said court shall determine which are organized under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code and operated exclusively for such purposes.



# **Constitution of the Rotary Club of Upper Arlington/Grandview (Tri-Village)**

## **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 which begins on 1 July.

## **Article 2 (Name)**

The name of this organization shall be Rotary Club of Upper Arlington/Grandview (Tri-Village) (Member of Rotary International).

## **Article 3 (Locality of the Club)**

The locality of this club is as follows: Upper Arlington, Grandview Heights, and Marble Cliff, Ohio.

## **Article 4 (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 5 (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. New Generations Service, 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 6 (Meetings)**

### **Section 1 — Regular Meetings.**

(a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.

(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.

**Section 2 — Annual Meeting.** An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

## **Article 7 (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 two kinds of membership, namely: active 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 — Transferring or Former Rotarian.**

(a) *Potential Members.* A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.



(b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership in the other club.

**Section 5 — Dual Membership.** No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract 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 8 (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 9 (Attendance)**

**Section 1 — General Provisions.** Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 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 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 60 percent of the regular 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 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 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 web site 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 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 a 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.*** 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 10 (Directors and Officers)**

**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 12, 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, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

## **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.

## **Article 11 (Admission Fees and Dues)**

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4(a) shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

## **Article 12 (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.**

(a) *Attendance Percentages.* A member must

(1) attend or make up at least 50 percent of club regular meetings in each half of the year;

(2) attend at least 30 percent of this club's regular meetings 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 non-attendance for good cause.

(b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 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 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 16.

(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 16.



(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. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities; the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board

determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

### **Article 13 (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 14 (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 15 (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 16 (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 17 (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 18 (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 19 (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.