

**Constitution
Rotary Club of
Sarasota Bay**

Article I 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 II Name

The name of this organization shall be the Rotary Club of Sarasota Bay

Article III Locality of the Club

The locality of this club is as follows: Sarasota, Florida

Article IV 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 V Avenues of Service

Rotary's Four 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 the 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.

Article VI 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 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 VII Membership

Section 1 — General Qualifications. This club shall be composed of adult persons of good character and good business and professional 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 V, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 — Transferring or Former Rotarian. 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 member shall not preclude election to active membership even if the election results in club membership exceeding the classification limits.

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 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 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 Rotary International.

Article VIII Classifications

Section 1 — *General Provisions.*

(a) Principal Activity. Each member shall be classified in accordance with the member's business or profession. 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.

(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% of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article IX Attendance

Section 1 — General Provisions. Each member 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% 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 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% of the regular meeting of another club or of a provisional club; or
 2. attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps; 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 board of directors of RI, or the President of RI acting on behalf of the Board of Directors of RI, a Rotary multi-zone 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 website in the 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 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 a 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.

8. *Extended Absence on Outposted Assignment.* If the member, is working on an out- posted assignment for an extended period of time, attendance at the designated club at the site of this assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 2 — *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.

(b) 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 3 — *RI Officers' Absences.* A member's absence shall be excused if the member is a current officer of RI.

Section 4 — *Attendance Records.* Any member whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

Article X 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 XII, section 6, may either 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, 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 (2) years but not less than eighteen (18) months prior to the day of taking office. The president shall serve as president-elect for the year immediately preceding the year as president. The president shall take office on 1 July and shall serve for 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-Elects Training Seminar (PETS) 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 an event, the current president will continue to serve until a successor who has attended the President-Elects Training Seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

Article XI 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 VII, section 4 shall not be required to pay a second admission.

Article XII Duration of Membership

Section 1 - Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 - Automatic Termination.

1. *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:
2. 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 is still active in the same classification and continues to meet all other conditions of club membership;

3. the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership;

4. *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 anytime.

Section 3 — Termination — Non-Payment of Dues.

(a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed 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 VIII, Section 2.

Section 4 — Termination — Non-Attendance,

1. *Attendance Percentages.* A member must

2. attend or make up at least 50% of club regular meetings in each half of the year;

3. attend at least 30% of this club's regular meetings in each half of the year (assistant governors, s 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.

4. *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article IX, Sections 2 or 3. 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 VII, Section I and the Four-Way Test.

(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 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 either to appeal to the club, request mediation, or to arbitrate as provided in article XVI.

(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 used in mediation or arbitration shall be provided in Article XVI.

(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.

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.

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 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 interest of the club 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; 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 meetings.