

# Bylaws of the Rotary Club of Gahanna

## Article I Election of Directors and Officers

Section 1 - A nominating committee shall be formed by the President, Immediate Past President, President Elect and two at large members approved by the Board of Directors. The committee shall present to the Board of Directors candidates for President, President-Elect, Vice President, Secretary/Treasurer, two (2) Sergeant-At-Arms, and Directors (as needed). Upon approval of the Board the slate will be presented to the club on the second Wednesday in December. Upon receiving a majority of the votes, the candidates shall assume office the first day of July following the election.

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board of directors.

Section 3 - The term of office for officers shall be one (1) year except for the secretary/treasurer, which shall be two (2) years.

Section 4 - The term of office for Directors shall be three (3) years

Section 5 - Any member of the Club elected as an officer except the secretary/treasurer, must be a Director, Past Director, Officer or Past Officer of the Club.

Section 6 - A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 7 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

## Article II Board of Directors

The governing body of this club shall be the board of directors consisting of eleven members of this club, namely the President, President-Elect, Vice President, Immediate Past President, Secretary/Treasurer and the Directors (Club Service Chair, Community Service Chair, International Service Chair, Membership Chair, Public Relations Chair and Vocational Chair) elected in accordance with article I, section 1 of these bylaws.

## Article III Duties of Officers

Section 1 - President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

Section 2 - President-elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 3 - Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 4 - Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary.

Section 5 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such 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, or any other club property.

Section 6 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

## Article IV Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held on the second Wednesday in December 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 12:00 noon. 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 by the board of directors of this club, pursuant to article VIII, section 2(b) of the standard Rotary club 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 the standard Rotary club constitution, article VIII, section 1.

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 first Thursday of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 - A majority of the board members shall constitute a quorum of the board.

#### **Article V Fees and Dues**

Section 1 - The admission fee shall be \$ 25.00 to be paid before the applicant can qualify as a member.

Section 2 - The membership dues shall be \$ 175.00 per annum, payable annually on the first day of July, with the understanding that twelve dollars (US\$12.00) of each annual payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Section 3 - Member who are over 65 years of age and have been a Rotarian for 15 years shall pay seventy five percent (75%) of the regular dues.

#### **Article VI Method of Voting**

The business of this club shall be transacted by viva voce vote.

#### **Article VII Committees**

Section 1 -

(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service committee

Community Service committee

International Service committee

Membership committee

Public Relations committee

Strategic Planning committee

Vocational Service committee

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, and international service as deemed necessary.

(c) The club service committee, community service committee, international service committee, membership committee, public relations committee and vocational service committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.

(d) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.

(f) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 - Club Service Committee.

(a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.

(b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.

(c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service:

Fellowship committee

Magazine committee

Program committee

(d) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(e) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

### Section 3 - Community Service Committee.

- (a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chairman of the community service committee and the chairmen of all committees appointed on particular phases of community service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:

Human development committee  
Community development committee  
Environmental protection committee  
Partners in service committee

### Section 4 - Membership Committee.

- (a) The chairman of the membership committee shall be responsible for all membership activities and shall supervise and coordinate the work of all committees appointed on particular phases of membership.
- (b) The president shall, subject to the approval of the board, appoint the following committees on particular phases of membership service:

Attendance committee  
Membership development committee  
Appoint one member each year to the following committees:  
Classifications committee

- (c) The president shall appoint the president-elect or vice-president to oversee and coordinate the work of the classifications, membership, membership development, and Rotary information committees.
- (d) The classifications and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years

### Section 5 - Public Relations Committee

- (a) The chairman of the public relations committee shall be responsible for all public relations activities and shall supervise and coordinate the work of all committees appointed on particular phases of public relations.
- (b) The president shall, subject to the approval of the board, appoint the following committees on particular phases of public relations:

Club bulletin committee  
Appoint one member each year to the following committees:  
Rotary information committee

### Section 6 - Strategic Planning Committee

- (a) The chairman of the strategic planning committee shall be responsible for all strategic planning activities and shall supervise and coordinate the work of all committees appointed on particular phases of strategic planning.
- (b) The president shall, subject to the approval of the board, appoint two new members each year to serve a three-year term.
- (c) The Immediate Past President will chair the committee.

### Section 7 - Vocational Service Committee

- (a) The chairman of the vocational service committee shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of vocational service.

## **Article VIII Duties of Committees**

Section 1 - Club Service Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (b) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools, and other reading rooms; send news items and photographs to the editor of the magazine; and in other ways make the magazine of service to the club members and non-Rotarians.
- (c) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

Section 2 - Community Service Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

(a) Human Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(b) Community Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

(c) Environmental Protection Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.

(d) Partners in Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.

Section 3 - International Service Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 4 - Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) Classifications Committee. This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) Membership Development Committee. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(d) Rotary Information Committee. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

Section 5 - Public Relations Committee. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

(a) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.

Section 6 - Strategic Planning Committee. This committee shall:

Form a long-range vision (three to five years) of goals and objectives for the Club:

(a) To provide improved year-to-year continuity and consistency of each President's direction and leadership to the club.

(b) To structure goals and objective for each avenues of service.

(c) To ensure that goals and objectives align with Rotary International's goals and objectives.

(d) To encourage club's goals and objective to align with the district's or vice versa.

To provide a framework for regular periodic review and adjustments of the club's strengths, weaknesses, opportunities and threats, and to update the Strategic Plan. To create "ownership" in club members so that it is understood that the goals and objectives are those of the club overall and not just the current President.

Section 7 - Vocational Service Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

## **Article IX 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.

(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 article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

## **Article X Finances**

Section 1 - The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 2 - All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 - Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be done annually for the period extending from 1 July to 30 June. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.)

Section 5 - At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

## **Article XI 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, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 - The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 - 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 - 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 person, upon payment of the admission fee (if not honorary membership), 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 not honorary membership), shall be considered to be elected to membership.

Section 6 - Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

## **Article XII Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article XIII Order of Business**

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

#### **Article XIV 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 club constitution and with the constitution and bylaws of RI.

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## **Constitution of the Rotary Club of Gahanna**

#### **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 Gahanna, a member of District 6690 of Rotary International.

#### **Article III Locality of the Club**

The locality of this club is as follows:

Gahanna, Ohio and that area bounded on the north by Morse Road, on the east by the Franklin/Licking County line starting at the intersection of the county line and the Conrail/B&O Railroad tracks, west along the tracks to Columbus corporation line, then along the Gahanna/Columbus corporation line to an imaginary extension of 17th Avenue (Airport terminal access road), then west to 17th Avenue (Airport terminal access road), west along the north side of 17th Avenue to Stelzer road, then north along Stelzer Road to Morse Road.

#### **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 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 VI 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.

\*\*Interim Provision Relating to Section 2 --- Notwithstanding the provisions of article VI, section 2, no one who was a member of a Rotary club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation.

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.

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.

\*\* The 2001 Council on Legislation adopted an enactment, which eliminated types of membership (senior active, past service and additional active) and revised the classification principle. However, no one who is a member of a Rotary club as of 1 July 2001 will lose membership by reason of the new provisions. All such persons will be considered active members.

(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 VII 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.

\*\*Interim Provision Relating to Section 2 --- Notwithstanding the provisions of article VII, section 2, no one who was a member of a Rotary club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation. (See footnote for Interim Provision to Article VI, section 2 of this constitution.)

### **Article VIII 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% 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% 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 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.

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 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.
- (c) Extended Absence on Outposted Assignment. If the member, while working within the member's own country of residence for an extended period on an outposted assignment and with the mutual agreement of the member's club and a designated club, attends meetings of the designated club.

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 IX 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 XI, section 6, may either appeal to the club 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 two (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.

#### **Article X 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 VI, section 4 shall not be required to pay a second admission fee.

#### **Article XI 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 is still active in the same classification and continues to meet all other 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 remains active in the same classification and continues to meet all other conditions of club membership; and

(3) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.

(b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person 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 has been filled.

Section 4 - Termination - Non-Attendance.

(a) Attendance Percentages. A member must

(1) attend or make up at least 60% of club regular meetings in each half of the year;

(2) attend at least 30% of this club's regular meetings in each half of the year.

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 VIII, 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.

(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.

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 or to arbitrate as provided in article XV.

(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) 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.

(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.

## **Article XII 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 XIII 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. 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 XIV 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 XV Arbitration**

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 be settled, upon a request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article XI, section 6, subsections (c) and (e).

#### **Article XVI 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 XVII 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 XVIII 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 II and Article III. Article II (Name) and Article III (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 a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member 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.