

Proposed Amended and Restated Constitution approved by the Board on June 8, 2021 and recommended to the Members showing changes from current Constitution by strike through of text deleted and bold type showing text added.

THE ROTARY CLUB OF ORLANDO, INC.
CONSTITUTION
2021 AMENDED AND RESTATED

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Article 1 – Definitions

- 1. Board: The Board of Directors of the Club.
- 2. Bylaws: The Bylaws of the Club, ~~as amended and restated from time to time.~~
- 3. ~~Club: Rotary Club of Orlando~~ Club: The Rotary Club of Orlando, Inc.
- 4. Director: A director of the Club's Board of Directors.
- 5. **Foundation; Rotary Club of Orlando Foundation, Inc.**
- 6. Member: A member, other than an honorary member, of the Club.
- 7. RI: Rotary International.
- 8. **Satellite Club (when applicable): A potential club whose members shall also be Members without voting rights of the Club.**
- 9. **In Writing: A communication capable of documentation, regardless of method of transmission**
- 10. Year: The twelve-month period which begins on 1 July.

Article 2 – Name

The name of this organization shall be The Rotary Club of Orlando, Inc. **(Member of Rotary International).**

The name of a satellite of the Club (when applicable) shall be the Rotary Satellite Club of _____ (a satellite of The Rotary Club of Orlando, Inc.).

Article 3 – Locality of the Club

The locality of ~~this~~ the Club is as follows: The City of Orlando, Florida, and surrounding suburban communities. **Any satellite club of ~~this~~ the Club shall be located in this locality or the surrounding area.**

Article 4 – Purposes

The purposes of the Club are to:

- (a) pursue the Object of Rotary;
- (b) carry out successful service projects based on the Five Avenues of Service;
- (c) contribute to the advancement of Rotary by strengthening membership;
- (d) support the Rotary Foundation; and
- (e) develop leaders beyond the club level.

Article 4-5 - Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

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

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 6 – Five Avenues of Service

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

1. Club Service, the first Avenue of Service, involves action a Member should take within the 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 **and lending their vocational skills to club-developed projects in order to address the issues and needs of society.**

3. Community Service, the third Avenue of Service, comprises varied efforts that Members make, sometimes in conjunction with others, to improve the quality of the life of those who live within ~~this~~ **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.
5. ~~New Generations~~ **Youth** 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 ~~6-7~~ - Meetings

Section 1. *Regular Meetings.*

- (a) *Day and Time.* The Club shall hold a regular weekly meeting on the day and time provided in the Bylaws.
- (b) Method of Meeting. Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.**
- (c) *Change of Meeting.* **[was (b)]** 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~~ **between the preceding and following regular meetings** or to a different hour of the regular day, or to a different place.
- (d) *Cancellation.* **[was (c)]** The Board may cancel ~~a~~ **the** regular meeting **of any week** if it falls on a legal 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 this Club does not fail to meet for more than three consecutive meetings.:

- (1) because it falls on a holiday, or during a week that includes a holiday;
- (2) in observance of the death of a Member;
- (3) because of an epidemic or a disaster that affects the whole community;
- (4) because of an armed conflict in the community.

The Board may cancel up to 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.

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

Section 2. *Annual Meeting.*

- (a) An annual meeting ~~for the election of officers to install incoming officers and directors~~ **Officers and Directors** shall be held before 31 December as provided in the ~~bylaws~~ **Bylaws**.

- (b) A satellite club shall hold an annual meeting to install its incoming officers and directors of its members before 31 December as provided in its bylaws.

Section 3. *Board Meetings.* Within ~~60~~ 45 days after all ~~board~~ Board meetings, written minutes should be available to all ~~members~~ Members.

Section 4. *Exceptions.* The ~~bylaws~~ Bylaws may include provisions that are not in accordance with this section. ~~A club~~ The Club, however, must meet at least twice per month.

Article 7 ~~8~~– Classifications Membership

~~{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 or alumnae, 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.~~

[Membership:]

Section 1. *General Qualifications.* The Club shall be composed of adult persons of good character and good business, professional, and/or community reputation. **who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession and/or and good business, professional, and/or community; and are willing to serve in their community and/or around the world.**

Section 2. *Kinds Types.* The Club shall have two types of membership, namely: active and honorary. **Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.**

Section 3. *Active Members.* A person possessing the qualifications set forth in Article 5, Section 2 of the RI constitution may be elected as an active member.

Section 4. *Satellite Club Members.* Members of a satellite club of the Club shall also be members without voting rights of the Club until the satellite club is admitted to RI as a Rotary 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 perspective 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. *Prohibited Dual Membership.* No person **Member** shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member of this club :and membership in a Rotoract club. :

- (a) Belong to the Club and another club other than a satellite of the Club or**
- (b) Be an honorary member of the 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 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. Eligibility for Honorary Membership.* Honorary Members shall be exempt from the payment of 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.~~

The Club may elect honorary members for terms set by the Board, who shall:

- (a) be exempt from paying dues;**
- (b) not vote;**
- (c) not hold any Club office;**
- (d) not hold classifications; and**
- (e) be entitled to attend all meetings and enjoy all other privileges, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.**

~~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 9. Club Membership Composition

Section 1. *General Provisions.* Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The Board may adjust a member's classification if the member changes positions, professions, or occupations.

Section 2. *Diverse Club Membership.* The Club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity

Article 9 10 – Attendance

Section 1. General Provisions. Each Member should attend ~~this~~ **the** 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
 - (i) attends at least 60 percent of the regular meeting of another club or of a provisional club; or
 - (ii) attends a regular meeting of a Rotaract or Interact club, or Rotary Community Corps, or Rotary Fellowship, or of a provisional Rotaract or Interact club, or Rotary Community Corps, or Rotary Fellowship; or
 - (iii) 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
 - (iv) 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
 - (v) attends and participates in a Club service project or a Club- sponsored community event or meeting authorized by a resolution of the Board; or
 - (vi) attends a Board meeting or, if authorized by the Board, a meeting of a committee or subcommittee to which the Member is assigned; or
 - (vii) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

When a Member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the Member may attend 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. A Member shall be credited with a make-up if, at the time of the meeting, the Member is
- (i) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or
 - (ii) serving as an officer or Member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (iii) serving as the special representative of the district governor in the formation of a new club; or
 - (iv) on Rotary business in the employ of RI; or
 - (v) 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
 - (vi) 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~~ **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 meetings of the ~~member's~~ **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 (12) 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~~ **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.* Any Member whose absences are excused under the provisions of Section 3 or Section 4 of this article shall not be included in the membership figure used to compute the Club's attendance nor shall such absences or attendances be used for that purpose.

Article ~~10~~ 11

Directors and Officers **and Committees**

Section 1. *Governing Body.* The governing body of the Club is **shall be** the Board, as provided in the Bylaws.

Section 2. *Authority.* The Board ~~has~~ **shall have** general control over all ~~officers~~ **Officers** and ~~committees~~ **Committees** and, for good cause, may declare any office vacant.

Section 3. *Board Action Final.* In all Club matters, the decision of the Board is final, subject only to appeal to the Club. However, ~~as to a decision when the Board decides to terminate membership, a~~ **Member** pursuant ~~according to article 12 14, section 6~~ may either appeal to the club **Club** or, request mediation, or request arbitration. ~~If appealed a decision, a decision of the Board shall be reversed only by~~ **An appeal to reverse Board decision requires** a two-thirds vote of the ~~members~~ **Members** present at a regular meeting specified by the Board, provided that a quorum is present and the ~~secretary has given~~ notice of the appeal has been given by the Secretary to each ~~member~~ **Member** at least five (5) days ~~prior~~ **before** the meeting. ~~If an appeal is taken, the action taken by the Club shall be final.~~ **The Club's action on an appeal is 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, a secretary and a sergeant-at-arms, who may or may not be Members of the Board as the Bylaws shall provide.~~ **The Club officers Officers shall be a president, the immediate past president, a president elect, a secretary and a treasurer 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. Each Officer and Director shall be a member in good standing of the Club. Club Officers shall regularly attend satellite club meetings.**

Section 5. *Election of Officers.*

(a) *Terms of Officers other than President.* Each ~~officer~~ **Officer** shall be elected as provided in the Bylaws. Except for the ~~president~~ **President**, each ~~officer~~ **Officer** shall

take office 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 the day of taking office and shall serve as president nominee upon election and shall take the title of president and shall serve as president nominee upon election. The nominee shall take the title of President-elect upon election of a successor. The president shall take office on 1 July and shall serve for a period of one (1) year or until a successor has been elected and qualified, but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year. A president nominee~~ **President-nominee shall be elected as provided in the Bylaws at least eighteen (18) months but not more two (2) years before the day of taking office as President. The nominee becomes President-Elect on 1 July in the year before taking office as President. The President takes office on 1 July and serves a period of one (1) year. When a successor is not elected, the current President's term is extended up to one year.**

~~(c) *Qualifications* Each officer and director shall be a Member. 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, has not been excused by the governor-elect and, so excused, does not send a designated club representative in his place, he 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.~~ **The President-Elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the President-Elects shall send a Club representative. If the President-Elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a Club representative to these meetings, the President-Elect shall not serve as Club President. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the governor-elect.**

ARTICLE 12 - GOVERNANCE OF A SATELLITE CLUB

- (a) ***Satellite Club Oversight.*** The Club shall provide general oversight and support as is deemed appropriate by the Board.
- (b) ***Satellite Club Board.*** For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as its bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of the Club. It shall have no authority within, or over, this Club.
- (c) ***Satellite Club Reporting Procedure.*** A satellite club shall, annually submit to the president and board of the club a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts. for inclusion in the Club's reports for its annual general meeting and any other reports that may, from time-to-time, be required by the Club.

Article ~~11~~ **13** - ~~ADMISSION FEES AND DUES~~

Every Member shall pay annual dues as prescribed in the Bylaws

Article ~~12~~ **14** - Duration of Membership

Section 1. *Period.* Membership shall continue during the existence of the Club unless terminated as hereinafter ~~provided as~~ **provided below**

Section 2. *Automatic Termination.*

- (a) ~~Membership Qualifications~~ **Exceptions.** Membership shall automatically terminate when a Member no longer meets the membership qualifications, except that **when a Member moves from the locality of the Club or the surrounding area, but continues to meet all conditions of Club membership the Board** may
 - (i) ~~the Board may grant a Member moving from the locality of this~~ **the 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 other conditions of Club membership; **or**

(ii) ~~the Board may allow~~ a Member moving from the locality of ~~this~~ **the** 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.

- (i) ~~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.~~ **Rejoining. When a Member in good standing has his or her membership terminated as described in subsection (a), that person may apply for membership again under the same or another business, profession, occupation, community service, or other classification.**
- (j) ~~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.~~ **Honorary membership shall automatically terminate at the end of the term set by the Board, unless extended. The Board may revoke an honorary membership at any time for any reason.**

Section 3. *Termination – Non-payment of Dues.*

- (a) ~~Process. Any Member failing~~ **who fails** to pay dues within thirty (30) days after ~~the prescribed time~~ **they are due** shall be notified in writing by the ~~secretary~~ **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~~ **the Board may terminate membership, at its discretion.**
- (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 11, Section 2, of this Constitution~~ **if the former member requests and pays all debts to the Club.**

Section 4. *Termination – Non-attendance.*

Attendance requirement removed.

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 the Club or for any good cause by a vote of ~~not less than~~ **at least** two-thirds of the Board Members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be ~~article 7~~ **Article 8**, 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~~ **Before the Board acts** 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~~ **respond in writing** to the Board. The Member ~~shall have~~ **has** the right to appear before the Board to state ~~the Member's~~ **his or her** 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 term 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 **or suspend** membership, the Secretary shall ~~give written notice of the decision to the Member~~ **notify the Member in writing**. Within fourteen (14) days after the date of the notice, the Member may give written notice to the ~~secretary~~ **Secretary** of the intention either to appeal to the Club, request mediation, or to arbitrate as provided in Article ~~19~~ **18**.
- (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 for in Article ~~19~~ **18**.

- (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~~ **Club** or arbitrate as provided in subsection (a) of this section ¹²

Section 7. *Board Action Final.* Board action shall be final if no appeal to ~~this~~ **the** Club is taken and no arbitration is requested.

Section 8. *Resignation.* The resignation of any Member from ~~this~~ **the** Club shall be in writing, addressed to the ~~president or secretary~~ **President or Secretary**. The resignation shall be accepted by the Board if the Member has no indebtedness to the 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 the 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~~ **the** Club and from any office or position the Member holds within the Club the ~~board~~ **Board** may, by a vote of not less than two-thirds of the ~~board~~ **Board**, temporarily suspend the ~~member~~ **Member** as aforesaid for a reasonable period of time not exceed 90 days and on such further conditions as the ~~board~~ **Board**

determines. A suspended member ~~Member~~ **Member** may appeal or refer to mediation or arbitration as provided in ~~article 15~~ **Article 14**, section 6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the ~~board~~ **Board** must either proceed to terminate the membership of the suspended ~~Rotarian~~ **Member** or reinstate the suspended ~~Rotarian~~ **Member** to full regular status.

Article ~~13~~ **15**

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 1. *Proper Subjects.* Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a Club meeting. However, the Club shall not express an opinion on any pending controversial public measure.

Section 2. *No Endorsements.* The 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.* The 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.* The 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,~~ **is** World Understanding and Peace Week. During this week, ~~this~~ **the** 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~~ **16** - Rotary Magazines

Section 1. *Mandatory Subscription.* Unless the Club is excused by the by RI Board of Directors, each Member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the ~~board~~ **Board** for the payment of per capita dues for the duration of membership in the Club.

Section 2. *Subscription Collection.* The subscription shall be collected by the Club from each Member ~~semiannually~~ in advance and remitted to ~~Secretariat~~ of RI or to the office of ~~such~~ regional publications as may be determined by the RI board of directors ~~of R.I.~~

Article ~~15~~ **17** - 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 whether such Member has received copies of them.~~

By paying dues, a Member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the Club Constitution and Bylaws. On these conditions alone is a member entitled to the privileges of the Club. Each Member shall be subject to the terms of the Club Constitution and Bylaws whether or not the Member has received copies of them.

Article ~~16~~ **18** - 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 Rotary International 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 nominee to appoint a mediation 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 it is considered 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. *Decisions 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 1. *Disputes.* Any dispute between any current or former Member(s) and the Club, any Club Officer, or the Board, except a decision by the Board shall, upon a request to the Secretary by any of the disputant, be resolved by either mediation or arbitration.

Section 2. *Date for Mediation or Arbitration.* Within 21 days after receipt of the request, the Board, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3, *Mediation.* The procedure for mediation shall be

(a) recognized by an appropriate authority with national or state jurisdiction or

- (b) be recommended by a competent professional body whose recognized expertise covers alternative dispute resolution;**
- (c) recommended TRF trustees.**

Only Rotarians may be mediators. The Club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the Board. A summary statement acceptable to the parties shall be prepared for the information of the ~~club~~ Club. Any disputant, through the President or Secretary, may call for a further mediation if a 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 disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint an umpire.

Section 5. The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

Article ~~17~~ **19** - Bylaws

The Club shall adopt ~~bylaws~~ **Bylaws** not inconsistent ~~with the constitution and Bylaws of R.I.~~ **consistent** with the constitution and Bylaws of R.I. ~~the R.I Constitution and Bylaws,~~ with the rules of procedure for an administrative territorial unit, ~~where established by R.I.~~ and with this constitution ~~embodying,~~ **to give** additional provisions for the government of the Club. ~~Such~~ **The** Bylaws may be amended from time to time as therein provided ~~as they provide.~~

Article ~~18~~ **20** - 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.

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Article ~~19~~ **21** - 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 (2/3) of all voting 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. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.~~

Amendments to this Constitution shall first be endorsed and recommended to the Members by the Board. If changes or a restatement are recommended by the Board, this Constitution may be amended and/or restated at any annual or 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 provided to each Member by either hand-delivery, mail, facsimile, or electronic mail (or a combination of such methods) at least twenty-one (21) days before such meeting. No amendment or addition to this Constitution can be made which is not in harmony with the Constitution and Bylaws of RI.

(Saved as RCO Const marked rev 6-07-21 v4)