

Constitution of the Rotary Club of Sarasota

Article 1 Definitions

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

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

Article 2 Name

The name of this organization shall be Rotary Club of Sarasota, a member of Rotary International.

Article 3: Purposes

The purposes of this 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 Locality of the Club

The locality of this club is as follows:

Sarasota, Florida, USA

Mailing address: P.O. Box 2766

Sarasota, Florida, 34230, USA

Article 5 Object

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

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

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

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

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

Article 6 Five Avenues of Service

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

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.

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1 2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical
2 standards in businesses and professions, recognizing the worthiness of all dignified occupations, and
3 fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting
4 themselves and their businesses in accordance with Rotary's principles and lending their vocational
5 skills to club-developed projects in order to address the issues and needs of society.

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

9 4. International Service, the fourth Avenue of Service, comprises those activities that members do to
10 advance international understanding, goodwill, and peace by fostering acquaintance with people of
11 other countries, their cultures, customs, accomplishments, aspirations, and problems, through
12 reading and correspondence and through cooperation in all club activities and projects designed to
13 help people in other lands.

14 5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth
15 and young adults through leadership development activities, involvement in community and
16 international service projects, and exchange programs that enrich and foster world peace and cultural
17 understanding.

18 **Article 7 Meetings**

19 **Section 1** — *Regular Meetings.*

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

22 (b) *Method of Meeting.* Attendance may be in person and by telephone, and, if available, online or
23 through an online interactive activity. An interactive meeting shall be considered to be held on the
24 day that the interactive activity is posted.

25 (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day during
26 the period commencing with the day following the preceding regular meeting and ending with the
27 day preceding the next regular meeting, or to a different hour of the regular day, or to a different
28 place.

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

35 (e) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. The
36 club, however, must meet at least twice per month.

37 **Section 2** *Annual Meeting.* An annual meeting to elect officers and present a mid-year report,
38 including current year income and expenses, together with a financial report on the previous year,
39 shall be held not later than 31 December as provided in the bylaws.

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

42 **Article 8 Membership**

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

4 **Section 2 — *Kinds.*** This club shall have two kinds of membership, namely: active and honorary.

5 **Section 3 — *Active Membership.*** A person possessing the qualifications set forth in article 5, section
6 2 of the RI constitution may be elected to active membership in this club.

7 **Section 4 — *Transferring or Former Rotarian.*** A member may propose to active membership a
8 transferring member or former member of a club, if the proposed member is terminating or has
9 terminated such membership in the former club due to no longer being engaged in the formerly
10 assigned classification of business or profession within the locality of the former club or the
11 surrounding area. The transferring or former member of a club being proposed to active membership
12 under this section may also be proposed by the former club. The classification of a transferring or
13 former member of a club shall not preclude election to active membership even if the election results
14 in club membership temporarily exceeding the classification limits.

15 **Section 5 — *Dual Membership.*** No person shall simultaneously hold active membership in this and
16 another club. No person shall simultaneously be a member and an honorary member in this club.

17 **Section 6 — *Honorary Membership.***

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

23 (b) ***Rights and Privileges.*** Honorary members shall be exempt from the payment of admission fees
24 and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members
25 shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other
26 privileges of this club. No honorary member of this club is entitled to any rights and privileges in
27 any other club, except for the right to visit other clubs without being the guest of a Rotarian.

28 **Section 7 — *HOLDERS OF PUBLIC OFFICE.*** Persons elected or appointed to public office for a specified
29 time shall not be eligible to active membership in this club under the classification of such office.
30 This restriction shall not apply to persons holding positions or offices in schools, colleges, or other
31 institutions of learning or to persons who are elected or appointed to the judiciary. Members who are
32 elected or appointed to public office for a specified period may continue as such members in their
33 existing classifications during the period in which they hold such office.

34 **Section 8 — *Rotary International Employment.*** This club may retain in its membership any member
35 employed by RI.

36 **Section 9 — *Exceptions.*** The bylaws may include provisions that are not in accordance with Article 8,
37 sections 2, 5 and 6.

Article 9 Club Membership Composition

39 **Section 1 — *General Provisions.***

40 (a) ***Principal Activity.*** Each member shall be classified in accordance with the member's business,
41 profession, occupation, or type of community service. The classification shall be that which
42 describes the principal and recognized activity of the firm, company, or institution with which the
43 member is connected or that which describes the member's principal and recognized business or
44 professional activity or that which describes the nature of the member's community service activity.
45

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1 (b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the
2 classification of any member if the member changes positions, professions, or occupations. Notice of
3 a proposed correction or adjustment shall be provided to the member and the member shall be
4 allowed a hearing thereon.

5 **Section 2 – Diverse Club Membership.** This club’s membership should represent a cross section of
6 the businesses, professions, occupations, and civic organizations in its community, including age,
7 gender, and ethnic diversity.
8

9 **Article 10 Attendance**

10 **Section 1 — General Provisions.** Each member should attend this club’s regular meetings and
11 engage in this club’s service projects, events, and other activities. A member shall be counted as
12 attending a regular meeting if the member

13 (a) is present for at least 60 percent of the meeting,

14 (b) is present and is called away unexpectedly and subsequently produces evidence to the
15 satisfaction of the board that such action was reasonable,

16 (c) makes up for an absence in any of the following ways within the same year:

17 (1) attends at least 60 percent of the regular meeting of another club or of a provisional club;

18 (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary
19 Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary
20 Fellowship;

21 (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute
22 for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or
23 any other meeting convened with the approval of the board of directors of RI or the president of RI
24 acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a
25 committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held
26 by direction of the board of directors of RI, any district committee meeting held by direction of the
27 district governor, or a regularly announced intercity meeting of Rotary clubs;

28 (4) is present at the usual time and place of a regular meeting of another club for the purpose of
29 attending such meeting, but that club is not meeting at that time or place;

30 (5) attends and participates in a club service project or a club-sponsored community event or
31 meeting authorized by the board;

32 (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which
33 the member is assigned;

34 (7) participates through a club web site in an interactive activity requiring an average of 30 minutes
35 of participation.

36 **Section 2 — Extended Absence While Working at a Distance.** If a member will be working on an
37 distant assignment for an extended period of time, attendance at the meetings of a designated club at
38 the site of the assignment will replace attendance at the regular meetings of the member’s club,
39 provided there is a mutual agreement between the two clubs.

40 **Section 3 – Absence Because of Other Rotary Activities.** An absence does not require a make-up if,
41 at the time of the meeting, the member is:

42 (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection

43 (1) (c) (3);

44 (b) serving as an officer or member of a committee of RI, or a trustee of
45 The Rotary Foundation;

46 (c) serving as the special representative of the district governor in the formation of a new club;

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1 (d) on Rotary business in the employ of RI;

2 (e) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored
3 service project in a remote area where making up attendance is impossible; or

4 (f) engaged in Rotary business duly authorized by the board which precludes attendance at the
5 meeting.

6 **Section 4** — *Excused Absences*. A member's absence shall be excused if

7 (a) the absence complies with the conditions and under circumstances approved by the board. The
8 board may excuse a member's absence for reasons which it considers to be good and sufficient. Such
9 excused absences shall not last longer than 12 months. However, if a leave is taken for medical
10 reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the
11 board may extend it beyond the original 12 months.

12 (b) the sum of the member's years of age and years of membership in one or more clubs is 85 years
13 or more, the member has been a Rotarian for at least 20 years, the member has notified the club
14 secretary in writing of the member's desire to be excused from attendance and the board has
15 approved.

16 **Section 5** — *RI Officers' Absences*. A member's absence shall be excused if the member is a current
17 officer of RI.

18 **Section 6** — *Attendance Records*. Any member whose absences are excused under the provisions of
19 subsection 4(a) or section 5 of this article shall not be included in the membership figure used to
20 compute this club's attendance. If a member whose absences are excused under Section 5 or
21 subsection 4(b) of this article attends a club meeting, the member and the attendance shall be
22 included in this club's membership and attendance figures.

23 **Section 7** — *Exceptions*. The bylaws may include provisions not in accordance with article 10.
24

25 **Article 11 Directors, Officers and Committees**

26 **Section 1** — *Governing Body*. The governing body of this club shall be the board constituted as the
27 bylaws may provide.

28 **Section 2** — *Authority*. The board shall have general control over all officers and committees and,
29 for good cause, may declare any office vacant.

30 **Section 3** — *Board Action Final*. The decision of the board in all club matters is final, subject only
31 to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to
32 article 12, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a
33 decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular
34 meeting specified by the board, provided a quorum is present and notice of the appeal has been given
35 by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the
36 action taken by the club shall be final.

37 **Section 4** — *Officers*. The club officers shall be a president, a president-elect, and one or more vice-
38 presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-
39 at-arms, who may or may not be members of the board as the bylaws shall provide.

40 **Section 5** — *Election of Officers*.

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

44 (b) *Term of President*. The president shall be elected as provided in the bylaws, not more than two
45 (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as
46 president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the

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1 year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

3 (c) *Qualifications*. Each officer and director shall be a member in good standing of this club. A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

14 **Section 6** — *Committees*. This club should have the following committees:

- 15 (a) Club Administration;
- 16 (b) Membership;
- 17 (c) Public Image;
- 18 (d) Rotary Foundation; and
- 19 (e) Service Projects.

20 The board or president may appoint additional committees as needed.

22 **Article 12 Admission Fees and Dues**

23 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 8, section 4 shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

29 **Article 13 Duration of Membership**

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

32 **Section 2** — *Automatic Termination*.

33 (a) *Membership Qualifications*. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership; (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

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

44 (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

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1 extend an honorary membership for an additional period. The board may revoke an honorary
2 membership at any time.

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

4 (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be
5 notified in writing by the secretary at the member's last known address. If the dues are not paid on or
6 before ten (10) days of the date of notification, membership may terminate, subject to the discretion
7 of the board.

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

12 **Section 4** — *Termination — Non-attendance.*

13 (a) *Attendance Percentages.* A member must (1) attend or make up at least 50 percent of club regular
14 meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the
15 year; or achieve a proportionate combination of both; and (2) attend at least 30 percent of this club's
16 regular meetings or engage in club projects, events, and other activities in each half of the year
17 (assistant governors, as defined by the board of directors of RI, shall be excused from this
18 requirement). If a member fails to attend as required, the member's membership shall be subject to
19 termination unless the board consents to such nonattendance for good cause.

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

25 **Section 5** — *Termination — Other Causes.*

26 (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the
27 qualifications for membership in this club or for any good cause by a vote of not less than two-thirds
28 of the board members present and voting, at a meeting called for that purpose. The guiding
29 principles for this meeting shall be article 7, section 1, and The Four-Way Test.

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

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

36 (a) *Notice.* Within seven (7) days after the date of the board's decision to terminate or suspend
37 membership, the secretary shall give written notice of the decision to the member. Within fourteen
38 (14) days after the date of the notice, the member may give written notice to the secretary of the
39 intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.

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

44 (c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided
45 in article 16.

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

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

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

8 **Section 7 — Board Action Final**. Board action shall be final if no appeal to this club is taken and no
9 arbitration is requested.

10 **Section 8 — Resignation**. The resignation of any member from this club shall be in writing,
11 addressed to the president or secretary. The resignation shall be accepted by the board if the member
12 has no indebtedness to this club.

13 **Section 9 — Forfeiture of Property Interest**. Any person whose club membership has been
14 terminated in any manner shall forfeit all interest in any funds or other property belonging to this
15 club.

16 **Section 10 — Temporary Suspension**.

17 Notwithstanding any provision of this constitution, if in the opinion of the board (a) credible
18 accusations have been made that a member has refused or neglected to comply with this constitution,
19 or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
20 (b) those accusations, if proved, constitute good cause for terminating the membership of the
21 member; and (c) it is desirable that no action should be taken in respect of the membership of the
22 member pending the outcome of a matter or an event that the board considers should properly occur
23 before such action is taken by the board; and (d) that in the best interests of the club and without any
24 vote being taken as to his or her membership, the member's membership should be temporarily
25 suspended and the member should be excluded from attendance at meetings and other activities of
26 this club and from any office or position the member holds within the club. For the purposes of this
27 clause, the member shall be excused from fulfilling attendance responsibilities; the board may, by a
28 vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such
29 period and on such further conditions as the board determines, albeit for a period no longer than is
30 reasonably necessary in all the circumstances.

31 **Article 14 Community, National, and International Affairs**

32 **Section 1 — Proper Subjects**. The merits of any public question involving the general welfare of the
33 community, the nation, and the world are of concern to the members of this club and shall be proper
34 subjects of fair and informed study and discussion at a club meeting for the enlightenment of its
35 members in forming their individual opinions. However, this club shall not express an opinion on
36 any pending controversial public measure.

37 **Section 2 — No Endorsements**. This club shall not endorse or recommend any candidate for public
38 office and shall not discuss at any club meeting the merits or demerits of any such candidate.

39 **Section 3 — Non-Political**.

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

42 *Appeals*. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters,
43 speeches, or proposed plans for the solution of specific international problems of a political nature.

44 **Section 4 — Recognizing Rotary's Beginning**. The week of the anniversary of Rotary's founding (23
45 February) shall be known as World Understanding and Peace Week. During this week, this club will
46

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1 celebrate Rotary service, reflect upon past achievements, and focus on programs of peace,
2 understanding, and goodwill in the community and throughout the world.

3 4 **Article 15 Rotary Magazines**

5 **Section 1 — *Mandatory Subscription.*** Unless, in accordance with the bylaws of RI, this club is
6 excused by the board of directors of RI from complying with the provisions of this article, each
7 member shall, for the duration of membership, subscribe to the official magazine or to the magazine
8 approved and prescribed for this club by the board of directors of RI. The subscription shall be paid
9 in six (6) month periods for the duration of membership in this club and to the end of any six (6)
10 month period during which membership may terminate.

11 **Section 2 — *Subscription Collection.*** The subscription shall be collected by this club from each
12 member semiannually in advance and remitted to the Secretariat of RI or to the office of such
13 regional publications as may be determined by the board of directors of RI.

14 15 **Article 16 Acceptance of Object and Compliance with Constitution and Bylaws**

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

21 22 **Article 17 Arbitration and Mediation**

23 **Section 1 — *Disputes.*** Should any dispute, other than as to a decision of the board, arise between
24 any current or former member(s) and this club, any club officer or the board, on any account
25 whatsoever which cannot be settled under the procedure already provided for such purpose, the
26 dispute shall, upon a request to the secretary by any of the disputants, either be resolved by
27 mediation or settled by arbitration.

28 **Section 2 — *Date for Mediation or Arbitration.*** In the event of mediation or arbitration, the board
29 shall set a date for the mediation or arbitration, in consultation with disputants, to be held within
30 twenty-one (21) days after receipt of the request for mediation or arbitration.

31 **Section 3 — *Mediation.*** The procedure for such mediation shall be that recognized by an appropriate
32 authority with national or state jurisdiction or be that recommended by a competent professional
33 body whose recognized expertise covers alternative dispute resolution or be that recommended by
34 way of documented guidelines determined by the board of RI or the trustees of The Rotary
35 Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request
36 the district governor or the governor's representative to appoint a mediator who is a member of a
37 Rotary club and who has appropriate mediation skills and experience.

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

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

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1 **Section 4** — *Arbitration*. In the event of a request for arbitration, each party shall appoint an
2 arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be
3 appointed as umpire or as arbitrator.

4 **Section 5** — *Decision of Arbitrators or Umpire*. If arbitration is requested, the decision reached by
5 the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall
6 not be subject to appeal.

7 **Article 18 Bylaws**

8 This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules
9 of procedure for an administrative territorial unit where established by RI, and with this constitution,
10 embodying additional provisions for the government of this club. Such bylaws may be amended
11 from time to time as therein provided.
12

13 **Article 19 Interpretation**

14 Throughout this constitution, the terminology “mail,” “mailing,” and “ballot-by- mail” will include
15 utilization of electronic mail (e-mail) and internet technology to reduce costs and increase
16 responsiveness.
17

18 **Article 20 Amendments**

19 **Section 1** — *Manner of Amending*. Except as provided in section 2 of this article, this constitution
20 may be amended only by a majority vote of those voting at the council on legislation.
21

22 **Section 2** — *Amending Article 2 and Article 4*. Article 2 (Name) and Article 4 (Locality of the Club)
23 of the constitution shall be amended at any regular meeting of this club, a quorum being present by
24 the affirmative vote of not less than two-thirds of all voting members present and voting, provided
25 that notice of such proposed amendment shall have been mailed to each member at least twenty-one
26 (21) days before such meeting, and provided further, that such amendment shall be submitted to the
27 board of directors of RI for its approval and shall become effective only when so approved. The
28 governor may offer an opinion to the board of directors of RI regarding the proposed amendment.
29