

# **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: Purpose**

The purpose of this club is to attract and retain members so it can continually advance the Object of Rotary (See Article 5.)

## **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.

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.

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

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

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

## 13 14 **Article 7 Meetings**

### 15 **Section 1** — *Regular Meetings.*

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

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

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

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

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

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

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

## 38 39 **Article 8 Membership**

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

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

44 **Section 3** — *Active Membership.* A person possessing the qualifications set forth in article 5, section  
45 2 of the RI constitution may be elected to active membership in this club.

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

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

11 **Section 6** — *Honorary Membership.*

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

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

22 **Section 7** — *Holders of Public Office.* Persons elected or appointed to public office for a specified  
23 time shall not be eligible to active membership in this club under the classification of such office.  
24 This restriction shall not apply to persons holding positions or offices in schools, colleges, or other  
25 institutions of learning or to persons who are elected or appointed to the judiciary. Members who are  
26 elected or appointed to public office for a specified period may continue as such members in their  
27 existing classifications during the period in which they hold such office.

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

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

## 32 **Article 9 Club Membership Composition**

33 **Section 1** — *General Provisions.*

34 (a) *Principal Activity.* Each member shall be classified in accordance with the member's business,  
35 profession, occupation, or type of community service. The classification shall be that which  
36 describes the principal and recognized activity of the firm, company, or institution with which the  
37 member is connected or that which describes the member's principal and recognized business or  
38 professional activity or that which describes the nature of the member's community service activity.

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

43 **Section 2** – *Diverse Club Membership.* This club's membership should represent a cross section of  
44 the businesses, professions, occupations, and civic organizations in its community, including age,  
45 gender, and ethnic diversity.  
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## Article 10 Attendance

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

- (a) is present for at least 60 percent of the meeting,
- (b) is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable,
- (c) makes up for an absence in any of the following ways within the same year:
  - (1) attends at least 60 percent of the regular meeting of another club or of a provisional club;
  - (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship;
  - (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;
  - (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;
  - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
  - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
  - (7) participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

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

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

- (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1) (c) (3);
- (b) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation;
- (c) serving as the special representative of the district governor in the formation of a new club;
- (d) on Rotary business in the employ of RI;
- (e) 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
- (f) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

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

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

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

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

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

17 **Section 7** – *Exceptions*. The bylaws may include provisions not in accordance with article 10.  
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## 19 **Article 11 Directors, Officers and Committees**

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

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

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

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

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

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

38 (b) *Term of President*. The president shall be elected as provided in the bylaws, not more than two  
39 (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as  
40 president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the  
41 year prior to taking office as president. The president shall take office on 1 July and shall serve a  
42 period of one (1) year or until a successor has been duly elected and qualified.

43 (c) *Qualifications*. Each officer and director shall be a member in good standing of this club. A  
44 candidate for president must be a member of this club for at least one year before being nominated,  
45 unless the governor determines that less than a full year satisfies this requirement. The president-  
46 elect shall attend the district presidents-elect training seminar and the district assembly unless

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1 excused by the governor-elect. If so excused, the president-elect shall send a designated club  
2 representative who shall report back to the president-elect. If the president-elect does not attend the  
3 presidents-elect training seminar and the district assembly and has not been excused by the  
4 governor-elect or, if so excused, does not send a designated club representative to such meetings, the  
5 president-elect shall not be able to serve as club president. In such event, the current president shall  
6 continue to serve until a successor who has attended a presidents-elect training seminar and district  
7 assembly or training deemed sufficient by the governor-elect has been duly elected.

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

- 9 (a) Club Administration;
- 10 (b) Membership;
- 11 (c) Public Image;
- 12 (d) Rotary Foundation; and
- 13 (e) Service Projects.

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

## 16 **Article 12 Admission Fees and Dues**

17 Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that  
18 any transferring or former member of another club who is accepted into membership of this club  
19 pursuant to article 8, section 4 shall not be required to pay a second admission fee. A Rotaractor who  
20 ceased to be a member of Rotaract within the preceding two years, who is accepted into membership  
21 of this club, shall not be required to pay an admission fee.

## 23 **Article 13 Duration of Membership**

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

26 **Section 2** — *Automatic Termination*.

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

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

38 (c) *Termination of Honorary Membership*. Honorary membership shall automatically terminate at  
39 the end of the term for such membership as determined by the board. However, the board may  
40 extend an honorary membership for an additional period. The board may revoke an honorary  
41 membership at any time.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

9 **Section 10** — *Temporary Suspension*.

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

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## 25 **Article 14 Community, National, and International Affairs**

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

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

33 **Section 3** — *Non-Political*.

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

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

38 **Section 4** — *Recognizing Rotary's Beginning*. The week of the anniversary of Rotary's founding (23  
39 February) shall be known as World Understanding and Peace Week. During this week, this club will  
40 celebrate Rotary service, reflect upon past achievements, and focus on programs of peace,  
41 understanding, and goodwill in the community and throughout the world.

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## 43 **Article 15 Rotary Magazines**

44 **Section 1** — *Mandatory Subscription*. Unless, in accordance with the bylaws of RI, this club is  
45 excused by the board of directors of RI from complying with the provisions of this article, each  
46 member shall, for the duration of membership, subscribe to the official magazine or to the magazine

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1 approved and prescribed for this club by the board of directors of RI. The subscription shall be paid  
2 in six (6) month periods for the duration of membership in this club and to the end of any six (6)  
3 month period during which membership may terminate.

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

## 7 **Article 16 Acceptance of Object and Compliance with Constitution and Bylaws**

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

## 13 **Article 17 Arbitration and Mediation**

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

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

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

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

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

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

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

## 45 **Article 18 Bylaws**

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

## **Article 19 Interpretation**

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

## **Article 20 Amendments**

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

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