

# CONSTITUTION OF THE ROTARY CLUB

OF

KENT, OHIO

## Article I – Name

The name of this organization shall be the Rotary Club of Kent, Ohio.

## Article II – Territorial Limits

The territorial limits shall be Portage County, Ohio.

## Article III – 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 by each Rotarian of one's occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to one's personal, business, and community life;

Fourth. The advancement of international understanding, good will, and peace through a world fellowship of business and professional men and women united in the ideal of service.

## Article IV – Meetings

Section 1 – This club shall meet regularly once each week on the day and at the time provided in the by-laws, provided that in an emergency, or for good cause, the board of directors of the club may change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or to a different place, or cancel the regular meeting of any week when it falls on a legal holiday, or because of the death of the club president or an epidemic or a disaster affecting the entire community.

Section 2 - An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the club by-laws.

#### Article V – Membership

Section 1 – Kinds. There are two kinds of membership, active and honorary.

Section 2 – Active Membership. Each active member shall be an adult person of good character and good business or professional reputation, and

- (a) engaged as proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (b) holding an important position in any worthy and recognized business or profession; or
- (c) personally and actively engaged in the business or profession in which classified in the club and having a place of business or residence located within the territorial limits of the club, except as otherwise provided in Article VIII, Section 2(c) of this constitution; or
- (d) has demonstrated life experiences, community involvement, and devotion to the family, community, our nation, and the world.

Section 3 – Classification. Each active member of this club shall be classified in accordance with his/her business or profession.

- (a) The classification of each active member shall be that which covers the principal and recognized activity of the firm, company, or institution with which the member is connected, or if he/she is independently engaged in a business or profession, the classification shall be that which covers the principal and recognized business or professional activity.
- (b) The board, in its discretion, may correct or adjust the classification of any member, whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member, who shall be allowed a hearing thereon.

Section 4 – Limitations. The active membership shall consist of up to five persons from each classification, business or profession, excepting the religion, news media, and diplomatic services classifications, and excepting the provision for additional active members as provided in Sections 5 and 6 of this Article.

Section 5 – Additional Active Members. Any active member of this club may propose for and the club may elect to active membership up to five additional persons actively engaged in the same classification of business or profession as that of the proposer. The qualifications of each additional member shall be those required for active membership. An additional active member is in all respects an active member except that the membership of an additional active member elected under the foregoing provisions of this section shall automatically terminate with the termination of the active membership of the active member who proposed him/her.

Section 6 – Religion, News Media and Diplomatic Services Membership.

Representatives of more than one denomination, representatives of more than one news medium published within the territorial limits of this club, and diplomatic representatives of more than one government officially represented within the territorial limits of this club may be eligible for active membership under the same classifications provided that they otherwise possess the qualifications for active membership.

Section 7 - Public Office Holders: Persons elected or appointed to public office for a specified time only shall not be eligible for active membership in this club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges or other institutions of learning, or to persons who are elected or appointed to the judiciary.

An active member of this club who is elected or appointed to public office for a specified period may, during the period in which such office is held, continue as an active member under the classification held immediately prior to such election or appointment.

✳ Section 8 – Honorary Membership. A person who resides within or who has resided within the territorial limits of the club and who has distinguished oneself by meritorious service in the furtherance of Rotary ideals there or elsewhere may be elected to honorary membership in the club

Honorary members shall be exempt from payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club, shall have no interest in any property of the club, shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all other privileges of the club. No honorary member of this club is entitled to any rights or privileges in any other club.

Article VI – Officers and Directors

Section 1 – The governing body of this club shall be a board of directors to be constituted as the by-laws of the club may provide.

Section 2 – Except as herein otherwise specifically provided, the decisions of the board in all club matters shall be final, subject only to appeal to the club. The board shall have general control over all offices and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the board to the club. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five days previous to such meeting.

Section 3 – The officers of this club shall be a president, one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a program chairman, any or all of whom may or may not be members of the board as the by-laws of the club shall provide.

Section 4 – Each officer shall be elected as provided in the by-laws of the club and, except as may otherwise be provided in relation to the president, shall take office on the first day of July immediately following election and shall serve for the period of the election or until a successor shall have been elected and qualified.

(a) The president shall be elected, as the by-laws of the club may provide, within the period of not more than two years but not less than one year prior to the day on which she/he shall serve as president-elect for the year immediately preceding the year in which he/she has to serve as president.

(b) The president shall take office on the first day of July in the Rotary year for which elected, and shall serve for the period of this election or until a successor shall have been elected and qualified.

(c) Each officer and each director shall be an active member in good standing of this club.

#### Article VII – Admission Fees and Dues

Every active member of this club shall pay as an admission fee and/or as annual dues such sums as may be prescribed in the by-laws of this club.

#### Article VIII – Duration of Membership

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

##### Section 2 – Termination of Membership.

(a) Active membership shall automatically terminate if, and when, an active member ceases to be personally and actively engaged in the classification of business or profession under which classified in the club, or ceases to have a place of business or residence located within the territorial limits of the club, or his/her connection with his/her business establishment is severed.

(b) By permission of the club directors, an active member moving from the territorial limits of the club, may be given special leave of absence for a period not exceeding one year to enable him/her to visit and become known to a Rotary club in the community to which she/he moves, providing she/he is still active in the same classification or business or profession and continues to comply with the attendance and all other conditions of Rotary membership. The termination of membership would take effect only at the end of the period of leave granted.

(c) In the event an active member of a club, after having been an active member of one or more clubs for five or more years, ceases to have a place of business or residence within the territorial limits of the club, he/she may retain membership in the club provided the new place of business or residence is located within the

corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

(d) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year. Such honorary membership may be continued by the board although the person so elected has ceased to reside within the territorial limits of the club.

Section 3 – How to Rejoin. When the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, under the same classification or another classification.

Section 4 – Termination – Non-payment of Dues. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the last known address. If the dues are not paid on or before thirty (30) days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the board, may be reinstated to active membership if his/her former classification has been filled.

Section 5 – Non-attendance. Each active member of the club is encouraged to attend each club meeting or receive a “make-up” for the meeting missed.

(a) Any active member, except as provided in this Article, is required to attend at the minimum sixty percent (60%) of the regularly scheduled weekly club meetings.

Any member absent from a regular meeting of this club may “make-up” such absence by attendance at a regular meeting of any other Rotary club or at a Rotary activity designated by this club’s president or at a provisional Rotary club anytime between the usual time of the regular meeting of this club and two weeks before or after the day of absence. Members must provide notice by the secretary of the club visited of all club “make-ups”, or the member may make his/her own report.

In the event an active member of this club is present at the regular time and place of meeting of another club for the purpose of attending its meeting, and such club has omitted, postponed, or changed the time or place of its meeting for said week, then such member shall be credited with attendance by this club for the week for which he/she would be entitled to credit, provided notice of such circumstances is given to this club by the secretary of the club visited, or the member may make his/her own report.

Any active member of this club serving as an officer of Rotary International, or a committeeman of Rotary International, or as a special representative of the district governor, or who is in the employ of Rotary International, who is absent from a regular meeting of this club on Rotary business shall be credited with attendance at such meeting missed while

on such business, provided notice of such circumstance is given to this club by the member.

Any active member of this club absent from a regular meeting while traveling with reasonable directness to or from a convention of Rotary International, a council on legislation, an international assembly, a Rotary institute for past and present officers of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of Rotary International, or any district committee meeting of Rotary clubs, shall be credited with attendance at such regular meeting of this club, provided notice of such circumstances is provided by the member.

Any active member of this club absent from a regular meeting who attends a convention of Rotary International, a council on legislation, an international assembly, a Rotary institute for past and present officers of Rotary International, a Rotary regional conference, a Rotary district assembly, any district meeting held by direction of the board of directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs, at any time between the usual time of the regular meeting of this club immediately preceding the day of absence and the usual time of the regular meeting of this club immediately following the day of absence shall be credited with attendance at such regular meeting of this club, provided notice of such attendance is provided by the member.

Any Rotarian who is absent from a club meeting due to being directly and actively engaged in a district sponsored service project in a remote area where the opportunity of making up attendance is completely impossible shall be credited with attendance at such meeting.

(b) Any member who, because of protracted health impairment, is physically unable to comply with the provisions of this section may, during the period of its continuance, upon application to the board, be excused from complying with attendance requirements and her/his absence shall not be computed in the attendance record of the club.

(c) Any active member who has been a member of one or more Rotary clubs for in the aggregate twenty years or more, and has reached the age of sixty-five years, may notify the secretary in writing of a desire to be excused from complying with attendance requirements. If approved by the board, such member's attendance or absence shall not be computed in the attendance record of the club.

Section 6 – Termination Procedure.

(a) The membership of any member who does not maintain a sixty percent (60%) club attendance can be terminated by a majority vote of the board of directors.

(b) The membership of any member ceasing to have the qualifications for membership in this club may be terminated by the board by the votes of not less than two-thirds of the members thereof, at a meeting for that purpose.

(c) The membership of any member may be terminated by the board for a reason which the board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting for that purpose.

(d) In cases (a), (b), and (c), the member shall be given at least ten days notice in writing of such pending action and an opportunity to submit to the board a written answer. He/she shall also have the privilege of appearing before the board to state his/her case. Service of such notice shall be made by personal delivery or by registered letter to the last known address.

(e) In case of a decision to terminate membership the secretary shall, within seven days after the date of the board's decision, notify the member in writing of the decision of the board. Such member may, within fourteen days after the date of such notice, give written notice to the secretary of an intention either to appeal to the club or to arbitrate as provided in Article XII of this constitution. In the event of an appeal, the board shall set the date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one days after the receipt of such written notice of appeal. At least five days notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.

(f) When the board has terminated the membership of an active member as provided in this Section, the club shall not elect a new member under the former member's classification until the time for hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.

(g) The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

Section 7 – Resignation. The resignation of any member from this club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the club has been paid.

Section 8 – Property Interest – Forfeiture of. Any member whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

Article IX – Community, National and International Affairs

Section 1 – The general welfare of the community, the nation, and the world is a concern to the members of this club, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members in forming their individual opinions.

However, this club shall not express an opinion on any pending controversial public measure.

Section 2 – This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – This club shall neither adopt nor circulate resolutions or views, nor take corporate action, dealing with world affairs or international policies of a political nature.

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

#### Article X – Rotary Magazine

Section 1 – By acceptance of active membership in this club, such member except as otherwise provided under Section 3 of this Article, voluntarily subscribes to the official magazine of Rotary International or to a regional Rotary magazine prescribed for this club by the board of directors of Rotary International. His/her subscription shall be handled in six month periods and shall continue as long as he/she is a member of the club and to the end of any six month period during which he/she may cease to be a member of the club.

Section 2 – The amount of the subscription shall be collected by the club from each member semi-annually in advance and remitted to the secretariat of Rotary International or to the office of such regional publication as may be determined by the board of directors of Rotary International.

Section 3 – A member of this club may be excused from the provisions of Sections 1 and 2 of this Article, with the approval of the board of directors of Rotary International if she/he is not literate in the language in which the official magazine or the prescribed regional Rotary magazine is published.

#### Article XI – Arbitration

Should any dispute arise between any member or members, or former member or members, and the club, or any office or the board of the club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any members from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary Club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.



## Article XII – By-laws

This club shall adopt by-laws not inconsistent with the constitution and by-laws of Rotary International (and the rules of procedure for an area administration where established) and with the club's constitution, embodying additional provisions for the government of this club. Such by-laws may be amended from time to time as therein provided.

## Article XIII – Amendments

Section 1 – Time. This constitution, except in an emergency as provided in Article VI, Section 2 of the by-laws of Rotary International, and except as provided in Section 4 of this Article, may be amended by action of the active members of this club.

Section 2 – Who may Propose. Amendments to this constitution may be proposed only by written instrument signed by three or more active members of this club.

Section 3 – Procedure. Such instrument is to be delivered to the club secretary who shall not later than three months after said delivery, present the proposal to the board of directors who not later than three months thereafter shall vote on such a proposal. A three-quarters affirmative vote of all members of the board of directors is required for further action. Upon recording such an affirmative vote, the secretary will then notify in writing each qualified member of the club of the nature and a synopsis of both affirmative and negative arguments concerning the proposed amendment to include a notice of the meeting of the general membership at which a vote will be held on the proposed amendment. Such a proposal must receive at least a three-quarters affirmative vote of all qualified members of this club as of the date of the vote in order to be enacted.

Section 4 – Article I (Name) and Article II (Territorial Limits) of this constitution may be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least (10) ten days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of Rotary International for its approval and shall become effective only when so approved.

Last amended: July 1, 2003.

