

CONSTITUTION

of the
ROTARY CLUB OF HOLLAND, MICHIGAN

Article I. Definitions

As used in this constitution, unless the context otherwise clearly requires, the words listed below shall have the meanings indicated:

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.

And, except where it is defined more narrowly, the word "notice" shall mean notification by any of the following means: personal delivery or (marked to the most recent address on record) regular postal service whether governmental or private, facsimile transmission, or electronic mail (e-mail).

Article II. Name

The name of this organization shall be Rotary Club of Holland, Michigan (Member of Rotary International).

Article III. Locality

The locality of this club is as follows: The city of Holland, Michigan, and surrounding area for which Holland is the principle banking, trading, and shipping center.

Article IV. Object

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

- First*, The development of acquaintance as an opportunity for service;
- Second*, High ethical standards in business and professions; the recognition of worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third*, The application of the ideal of service in each Rotarian's personal, business and community life;
- Fourth*, The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article V. Meetings

Section 1 – *Regular Meetings*.

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

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

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

Section 2 – *Annual Meeting.* An annual meeting for the election of officers and/or directors shall be held not later than 31 December as provided in the bylaws.

Article VI. Membership

Section 1 – *Kinds.* This club shall have two kinds of membership: active and honorary.

Section 2 – *Active Membership.* This club shall be composed of adult persons of good character and good business and professional reputation, each:

- (a) engaged as proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (b) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession or any branch or agency thereof; or
- (c) retired from any position listed in subsection (a) or (b);

and having their places of business or residence located within the locality of this club or of an immediately adjoining club or within an immediately adjoining community which, at the time of their election to membership, was not part of the exclusive territory of an existing Rotary club.

Section 3 – *Classifications.*

(a) *General Provisions.*

(1) *Principle Activity.* Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principle and recognized activity of the firm, company or institution with which the member is connected or, if retired, was connected, or that which describes the member's principle and recognized business or professional activity.

(2) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

(b) *Limitations.* This club shall not elect a person to active membership from a classification which already has five or more members, or following such election would have more than 10% of the club's active membership, whichever is greater. Members who are retired shall not be included in the total number of members from a

classification. These limitations shall not apply to a change of classification, as provided for in subsection (a) (2).

Section 4 – *Transferring or Former Rotarian.* A transferring member or former member of a Rotary club may be proposed for active membership by a member of this club or by the former club.

Section 5 – *Dual Membership.* No person shall simultaneously hold active membership in this and another Rotary club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 – *Honorary Membership.*

(a) *Eligibility.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.

(b) *Rights and Privileges.* 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 this club. They shall not be considered as representing any classification, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. Honorary membership in this club does not entitle the member to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

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

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

Article VII. Duration of Membership

Section 1 – *Active Membership*

(a) *Period.* Membership shall continue during the existence of this club unless terminated as hereinafter provided.

(b) *Grounds for Termination.*

(1) *Relocation or Loss of Classification.* Membership shall terminate when a member no longer meets the qualifications as to work and locality, except that:

(i) 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 year to enable the member to visit and become known to a Rotary club in the new community, if the member continues to meet all other conditions of club membership;

(ii) 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 other conditions of club membership; and

(iii) the board may allow a member whose classification is lost to retain such classification and to have the termination of membership postponed for a period not to exceed one year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership.

(2) *Non-Payment of Dues.*

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

(ii) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification has reached the limit set forth in Article VI, Section 3(b).

(3) *Non-Attendance.* The membership of any member

(i) whose percentage of attendance at this club's regular meetings in the first half or second half of the year is below 30%, or below 60% when make-ups are included as provided for in Article 8, Section 1, or

(ii) who is absent without make-up from four consecutive weekly meetings,

shall be subject to termination by board action, unless such member has been exempted from attendance under the provisions of Article 8, Section 2, or the board consents to such non-attendance for good cause.

(4) *Other Causes.*

(i) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club, apart from those covered in subsection (b) (1) of this section, or for any good cause, by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.

(ii) *Notice.* Prior to the board's taking any action, the member shall be given at least ten days written notice and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(iii) *Filing Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced, unless the limit set forth in Article VI, Section 3(b) has not yet been reached.

(c) *Right to Appeal or Arbitrate Termination.*

(1) *Notice.* Within seven days after the date of the board's decision to terminate membership under subsection (b) (4) of this section, the secretary shall give written notice of the decision to the member. Within fourteen days after the date of the

notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in Article XV.

(2) *Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one days after receipt of the notice of appeal. At least five days written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. Reversal of the board's decision shall require a two-thirds vote as prescribed in Article IX, Section 2 of this constitution. The action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(3) *Arbitration.* In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(d) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (b) (1) of this section, such person may make new application for new membership, under the same or another classification. Such application shall be considered before any other membership proposal in that classification. A second admission fee shall not be required.

Section 2 – *Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

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

Section 4 – *Forfeiture of Property Interest.* Any person 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 VIII. Attendance

Section 1 – *General Provisions.* Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60% of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) *Fourteen Days Before or After the Meeting.* If within fourteen (14) days before or after the regular time of the meeting, the member
- (1) attends at least 60% of the regular meeting of another Rotary club or provisional club; or
 - (2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps; or

- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past, present, an 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 joint meeting of two or more Rotary clubs; or
 - (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (5) attends or participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (6) attends a board meeting or a meeting of a service committee to which the member is assigned.
- (b) *At the Time of the Meeting.* If, at the time of the meeting, the member is
- (1) traveling with reasonable directness to or from one of the meetings specified in sub-section (a)(3) of this section; or
 - (2) traveling outside the United States for a period exceeding fourteen (14) days and, at any time during that period, attends one of the meetings specified in subsections (a)(1-3); or
 - (3) engaged in duties as an officer of RI or a member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (4) engaged in duties as the special representative of the district governor in the formation of a new club; or
 - (5) on Rotary business in the employ of RI; or
 - (6) directly and actively engaged in a district-sponsored or a RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (7) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 – *Excused Absences.* A member’s absence shall be excused if

- (a) the absence complies with such conditions and circumstances as may have been established by the board. The board may excuse a member’s absence for reasons which it considers to be good and sufficient.
- (b) The aggregate of the member’s years of age and years of membership in one or more Rotary clubs is eighty-five (85) years or more and the member has applied in writing for exemption from attendance requirements and the board has approved. Such member, whether absent from a meeting or present (including make ups), whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figures used to compute this club’s attendance percentage, nor shall that member’s absences or attendances be used for that purpose.
- (c) The member is a current officer of RI.

Article IX. Directors and Officers

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

Section 2 – *Authority*. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees. The decision of the board in all club matters is final, subject only to an appeal to the club in writing, signed by at least three members in good standing; except that, as to a decision to terminate membership, a member, pursuant to article VII, section 1(c), may either appeal to the club or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular club meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five days prior to the meeting. If an appeal is made, the action taken by the club shall be final.

Section 3 – *Officers*. The officers of this club shall be a president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board; a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide; and such other officers as the bylaws may provide. The term of office shall be one year and until a successor has been duly elected and qualified.

Section 4 – *Election of Officers*. Each officer shall be elected as provided in the bylaws and shall take office on 1 July next following election, except that the president shall first serve for one year as president-elect and shall then succeed to the office of president on 1 July following.

Section 5 – *Qualifications*. Each officer and director shall be a member of this club in good standing. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect.

Article X. Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another Rotary club who is accepted into membership of this club pursuant to article VI, section 4, shall not be required to pay a second admission fee.

Article XI. Community, National and International Affairs

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

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

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

Section 3 – *Non-Political*.

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

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

Section 4 - *Recognizing Rotary's Beginning*.

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

Article XII. Rotary Magazines

Section 1 - *Mandatory Subscription*. Each member shall subscribe to the magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six-month periods for the duration of membership in this club and to the end of any six-month period during which membership may terminate.

Section 2 – *Subscription Collection*. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI.

Article XIII. Acceptance of Object and Compliance with Constitution and Bylaws

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

Article XIV. Arbitration

Should any dispute, other than as to a decision of the board, arise between any current or former member(s) of this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled, upon a request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article VII, section 1, subsection (c)(3).

Article XV. Bylaws

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

Article XVI. Amendments

Section 1 – *Manner of Amending*. Except as provided in section 4 of this article, this constitution may be amended at any regular meeting of this club, a quorum being present, by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given to each member at least ten days before such meeting.

Section 2 – *How Initiated*. Amendments may be proposed by any member and shall be proposed initially to the board. Proposed amendments may be placed before the club for consideration (a) by action of the board or (b) by a petition signed by fifteen or more members.

Section 3 – *Limitation*. No amendment or addition to or deletion from this constitution may be made which is not in harmony with the constitution and bylaws of RI.

Section 4 – *Amending Article II and Article III*. Article II (Name) and Article III (Locality) 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 given to each member at least ten days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved.