

Constitution of the Rotary Club of Kalispell, Montana

November 2014

Article I 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 honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period which begins 1 July.

Article II Name

The name of this organization shall be Rotary Club of Kalispell, Montana.

Article III Locality of the Club

The locality of this club is: Kalispell and environs.

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 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 V Five Avenues of Service

Rotary's Five Avenues of Service are 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.

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

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

5. New Generations Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich

and foster world peace and cultural understanding.

Article VI Meetings

Section 1 Regular Meetings

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

(b) *Change of Meeting.* For good cause, the board may change a regular meeting to any 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, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members.

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

Article VII Membership

Section 1 General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

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

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

Section 4 Transferring or Former Rotarian.

(a) *Potential Members.* A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of

the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.

(b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club confirming the prospective member's prior membership in that club.

Section 5 *Dual Membership.* No person shall simultaneously hold active membership in this and another 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 for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be determined by the board. Persons may hold honorary memberships in more than one club.

(b) *Rights and Privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings

and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 *Rotary International Employment.* This club may retain in its membership any member employed by RI.

Article VIII Attendance

Section 1 *General Provisions.* The club's goal is 100% attendance at its weekly meetings. To attain that goal the club's members are strongly encouraged to attend every possible weekly meeting.

Section 2 *Orientation of New Members.* As an integral part of a new club member's orientation, the means by which a club member can make up for a missed club meeting shall be explained to each new member by a person or persons to be named by the Board.

Section 3 *Attendance Records.* The club's secretary shall maintain a record of each member's attendance.

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.

Section 3 *Board Action Final.* The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, may appeal to the club, request mediation, 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 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 (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 *Officers.* The club officers shall be a president, the immediate past president, a president-elect, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws of the club shall provide.

Section 5 Election of Officers

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

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

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district president-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 president-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 president-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

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 club who is accepted into membership of this club pursuant to article 7, section 4(a) 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.

Article XI Duration of Membership

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

Section 2 *Automatic Termination.*

(a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that

- (1) that 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

(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.

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

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

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

(b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club.

Section 4 *Termination*

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club 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. The guiding principles for this meeting shall be article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.

(b) *Notice.* Prior to taking any action under subsection (a) of this section, the members shall be given at least ten (10) days' written notice of such pending action 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, email or by registered letter to the member's last known address.

(c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

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

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written or email notice of the decision to the member. Within fourteen (14) days

after the date of the notice, the member may give written or email notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article XV.

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

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

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

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

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

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

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

Section 9 *Forfeiture of Property Interest.* Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

Section 10 *Temporary Suspension.* Notwithstanding any provision of this constitution, if in the opinion of the board

(a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interest of the club; and

(b) those accusations, if proved, constitute good cause for terminating the membership of the member; and

(c) it is desirable that no action should be taken in respect to the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and

(d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities.

The board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article XII Community, National, and International Affairs

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

Section 2 *No Endorsements.* 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 *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.* 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.

Section 4 Recognizing Rotary's Beginnings. 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 XIII Rotary Magazines

Section 1 *Mandatory Subscription.* Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) 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 or to the office of such regional publications as may be determined by the board of directors of RI.

Article XIV 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 by-laws regardless of whether such member has received copies of them.

Article XV Arbitration and Mediation

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

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

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

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

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful

cessful, any disputant may request arbitration as provided in section 1 of this article.

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

Section 5 *Decisions of Arbitrators or Umpires.* 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.

Article XVI Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws or RI, with the rules of procedure for an administrative 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 XVII Interpretation

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

Article XVIII Amendments

Section 1 *Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 *Amending Article 2 and Article 3.* Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at

least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.