

Constitution & Bylaws
of the
Rotary Club of McHenry

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Constitution

of the

Rotary Club of McHenry

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Rotary Club of McHenry

Constitution

Constitution of the Rotary Club of McHenry²

Article 1: Definitions

Unless the context otherwise clearly requires, as used in this Constitution the following terms shall have the meanings ascribed to them below (and as defined throughout this Constitution, the Bylaws, the Operating Agreement, the other Governing Documents and the Foundation Governing Documents (refer to the applicable Indexes for the locations of other defined terms)). Note that references to an article such as to “*Bylaws Article*” and to a section such as “*Section B-*” are references to articles and sections of the Bylaws; references to a section such as “*Section R-*” are references to sections of the Resolution for Authorizing One or More Satellite Clubs; and all others references to articles and sections (e.g., “Article” and “Section”) are references to articles and sections of this Constitution. Furthermore, note that references to an article such as to “*Foundation By-Laws Article*” and to a section such as “*Section FB-*” are references to articles and sections of the Foundation By-Laws; references to an article such as to “*OA Article*” and to a section such as “*Section OA-*” are references to articles and sections of the Operating Agreement.

Section 1.1. The term “Admission Fee” shall mean the admission fee authorized by *Section B-6.3. Admission Fee*.

Section 1.2. The terms “Annual Budget” and “Budget” shall mean each of the budgets contemplated in *Section B-9.1. Annual Budget*. The term “Operating Budget” shall mean the Budget which is the “one in respect of Club operations” and the “Charitable/Service Budget” shall mean the Budget which is the “one in respect of charitable/service operations”, in each case prepared by the Board as contemplated by *Section B-9.1. Annual Budget*.

Section 1.3. The term “Annual Financial Statement” shall mean the annual financial statement contemplated by the first paragraph of *Section B-9.5. Annual and Other Financial Reports* and “Annual Financial Statement Deadline” shall have the meaning set forth in said first paragraph.

Section 1.4. The term “Annual Financial Review” shall mean the thorough review of all financial transactions by a qualified person which is to be made once each year pursuant to *Section B-9.4. Annual Review of Financial Transactions*.

Section 1.5. The term “Annual Meeting” shall mean the meeting held in December in each calendar year pursuant to *Section 8.2. Annual Meeting* and *Section B-5.1. Annual Meeting*, at which Annual Meeting the election of Officers and Directors to serve for the ensuing Year takes place (among other matters).

Section 1.6. The term “Avenues of Service” shall mean each of the Rotary’s Five Avenues of Service, which are the philosophical and practical framework for the work of this Club, and which “Five Avenues of Service” are “Club Service”, “Vocational Service”, “Community”

² The Bylaws of Rotary International provide that each club admitted to Membership in RI shall adopt this prescribed standard club constitution.

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Service”, “International Service”, and “Youth Service”. Each is more fully defined in *Article 6: Five Avenues of Service*.

Section 1.7. The term “Board” shall mean the Board of Directors of this Club; *provided, however, that the term “Foundation Board” shall mean the Board of Directors of the Foundation.*

Section 1.8. The term “Board Meeting” shall mean each of the Board meetings provided for in *Section B-5.4. Board Meetings*, for which minutes are to be provided as contemplated in *Section 8.3. Board Meetings*.

Section 1.9. The term “Bylaws” shall mean the Bylaws of this Club duly adopted in accordance with *Article 20: Bylaws, Constitution and Rotary International*, as amended from time to time.

Section 1.10. The term “Classification” shall mean the classification of a Member as contemplated in *Article 11: Classifications*.

Section 1.11. The term “Club” shall mean the Rotary Club of McHenry.

Section 1.12. The term “Committee” shall mean each standing committees (each a “Standing Committee”) established pursuant to the first sentence of *Section 13.7. Committees*, as well as such additional committees as may be appointed as needed pursuant to *Section 13.7. Committees*. The Standing Committees are Club Administration (the “Club Administration Committee”), Membership (the “Membership Committee”), Public Image (the “Public Image Committee”), Rotary Foundation (the “Rotary Foundation Committee”), and Service Projects (the “Service Projects Committee”). The Club also has, and the term “Committee” shall also include the “Benefits Committee”, commonly referred to as the “Blues, Brews & Barbecue Committee”, as well as the Officers, Directors, Foundation Directors and Committee Members Nominating Committee (the “Nominating Committee”). Club Committees coordinate their efforts to achieve the Club’s annual and long-term goals.

Section 1.13. The term “Committee Chair” or “Chair” shall mean the Member who is selected, designated, or appointed to serve as Chair of each particular Committee pursuant to the second paragraph of *Section B-8.1. Committees* and/or pursuant to *Section B-8.4. Committee Membership*.

Section 1.14. The term “Committee Member” shall mean each member of a particular Committee, which generally for each Committee shall be comprised of all of the Directors of the Board of the Club, unless and until the Board appoints specific Members to specific Committees (or members of a Committee are otherwise determined by the Governing Documents or Foundation Governing Documents), in each case as contemplated by *Section B-8.4. Committee Membership* and/or each member of each particular Committee appointed pursuant to the second paragraph of *Section B-8.1*.

Section 1.15. The term “Constitution” shall mean this Constitution of the Club, as amended from time to time to the extent permitted pursuant to *Article 22: Amendments*.

Section 1.16. The term “Director” shall mean each person who is on this Club’s Board. The term “Foundation Director” shall mean each person who is on the Foundation Board.

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Section 1.17. The term “Directors at Large” shall mean each person duly nominated, elected and/or appointed as a Director at Large pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Section B-4.5. Directors and Directors at Large*, and throughout).

Section 1.18. The term “District” shall mean Rotary International District 6440.

Section 1.19. The term “District Governor” for a particular Year shall mean the District Governor of the District duly elected or appointed for such Year.

Section 1.20. The term “Dues” shall have the meaning ascribed to such term in *Article 14: Dues and Bylaws Article 6: Dues and Fees*.

Section 1.21. The term “Foundation” shall mean the Rotary Club of McHenry Charitable Foundation, Inc., an Illinois not for profit corporation which is also a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 1.22. The term “Foundation Articles” shall have the meaning ascribed to such term in *Subsection B-9.7. Foundation, (a) General*.

Section 1.23. The term “Foundation By-Laws” shall have the meaning ascribed to such term in *Subsection B-9.7. Foundation, (b) Foundation Membership*.

Section 1.24. The term “Foundation Governing Documents” shall mean the Foundation Articles, the Foundation By-Laws, the Operating Agreement, and any other documents which govern the activities of the Foundation.

Section 1.25. The term “Governing Documents” shall mean the Constitution, the Bylaws, the Operating Agreement, and any other documents which govern the activities of the Club.

Section 1.26. The term “Honorary Member” shall mean those members who become members through *Section 10.6. Honorary Membership* and *Bylaws Article 10: Method of Becoming a Member*.

Section 1.27. The term “Honorary Membership” shall mean the membership granted through *Section 10.6. Honorary Membership* and *Bylaws Article 10: Method of Becoming a Member*.

Section 1.28. The terms “Mail,” “Mailing,” and “Ballot-by-Mail” shall have the meanings ascribed to them in *Article 21: Interpretation*.

Section 1.29. The term “Mailing Address” shall mean P.O. Box 28, McHenry, IL 60051, or such other mailing address as is approved by an ordinary vote of the Members.

Section 1.30. The term “Meeting” shall mean any properly called meeting of the Members, including without limitation the Annual Meeting, the Regular Meetings, and Special Meetings.

Section 1.31. The term “Meeting Venue” shall mean the McHenry VFW, 3002 Route 120 (east side of Fox River), McHenry, IL 60051, or such other location as is determined in the normal course of Club business (e.g., social events which serve as a Club meeting in lieu of a Regular Meeting).

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Section 1.32. The term “Member” shall mean each Member of this Club duly elected as a Member of this Club pursuant to *Article 10: Membership and Bylaws Article 10: Method of Becoming a Member*, other than an Honorary Member. The term “Membership” refers to the status of being a Member including without limitation all rights, privileges, duties, and responsibilities of each Member as are provided in this Constitution, the Bylaws, the other Governing Documents, and such resolutions as are adopted from time to time.

Section 1.33. The term “Nominating Committee Meeting” shall mean the annual meeting of the Nominating Committee held in October of each Year pursuant to *Section B-8.11. The Nominating Committee*, and such other meetings as are held by the Nominating Committee from time to time.

Section 1.34. The term “Notice of Appeal” shall have the meaning ascribed to such term in *Subsection 15.6(a)*.

Section 1.35. The term “Object of Rotary” shall have the meaning ascribed to it in *Article 5: Object*.

Section 1.36. The term “Officer” refers to each person duly nominated, elected and/or appointed as an officer or as a Director at Large pursuant to *Article 13: Directors and Officers and Committees* and *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.37. The term “Officer Ballot” refers to the officer and the Directors at Large ballot contemplated by *Section B-3.2. Ballot*.

Section 1.38. The term “Officer Nomination Meeting” shall mean the first Regular Meeting held in November (at least one month prior to the Annual Meeting) in each calendar year pursuant to *Sections B-3.1. Nomination and B-5.1. Annual Meeting*.

Section 1.39. The term “Operating Agreement” shall mean that certain Charitable/Service Operations Agreement dated as of March 30, 2017 (effective however as of May 1, 2017) by and between the Rotary Club of McHenry and the Rotary Club of McHenry Charitable Foundation, Inc., as amended from time to time, which Operating Agreement shall be one of the documents included in the definition of “Foundation Governing Documents” and the definition of “Governing Documents”.

Section 1.40. The term “Past President” shall mean each person who has served as President of the Club, and “immediate Past President” in each Year shall refer to the Past President in such Year who last served as President of the Club in the prior Year.

Section 1.41. The term “President” shall mean each person duly nominated, elected and/or appointed as President pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.1. President* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

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Section 1.42. The term “President-Elect” shall mean each person duly nominated, elected and/or appointed as President-Elect pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.3. President-Elect* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.43. The term “President-nominee” shall mean the person referenced in *Section 13.5. Election of Officers* and duly nominated, elected and/or appointed pursuant to *Bylaws Article 3: Elections and Terms of Office*, prior to becoming President-Elect.

Section 1.44. The term “Quarterly Financial Reports” shall mean the quarterly financial report contemplated by the second paragraph of *Section B-9.5. Annual and Other Financial Reports*.

Section 1.45. The term “Quorum” shall mean the minimum number of participants who must be present when a vote is taken, which Quorum (a) for the Club is (i) one-third of the Members for Club decisions and (ii) a majority of the Directors for Board decisions,³ and (b) for the Foundation is (i) a simple majority of the Foundation Members for Foundation decisions and (ii) four (4) Foundation Directors (that is, members of the Foundation Board) then in office for Foundation Board decisions (noting that at least four (4) Foundation Directors’ supporting votes are required to take action by the Foundation Board).

Section 1.46. The term “Reel” or “Rotary Reel” shall mean the Club publication known as the “*Rotary Reel*”, which is published following Meetings and sets forth minutes of the subject Meeting.

Section 1.47. The term “Regular Meeting” shall mean the regular meeting provided for in *Section 8.1. Regular Meetings* and *Section B-5.2. Regular Meetings*.

Section 1.48. The term “Request for Mediation or Arbitration” shall have the meaning ascribed to such term in *Subsection 15.6(a)* or *Section 19.1. Disputes*, whichever is applicable.

Section 1.49. The term “RI” refers to Rotary International; “RI Constitution” refers to the Constitution of Rotary International; and “RI Bylaws” refers to the Bylaws of RI.

Section 1.50. The term “RI Council on Legislation” refers to the Council on Legislation at which Rotarians meet every three (3) years to review and vote on proposed changes to the legislation that governs Rotary. Rotarians who meet at the Council on Legislation consider enactments, which change Rotary’s governing documents and position statements by the board of directors of RI.

Section 1.51. The term “Rotary Code of Policies” shall mean that certain Rotary Code of Policies dated January 2017 (Containing Board Decisions Through September 2016), as amended and updated by RI from time to time.

Section 1.52. The term “Satellite Club” shall mean a potential club and each Satellite Club formed upon satisfying the requirements of the first paragraph of *Section 13.6. Governance of a Satellite Club by this Club (When Applicable)*, whose Members shall also be Members (when

³ RI permits each club to choose how it defines a quorum for voting purposes. This definition is the definition recommended by RI.

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applicable) of this Club. The term “Satellite Board” shall mean the governing board of the Satellite Club as contemplated by *Subsection 13.6(b)*.

Section 1.53. The term “Sergeant-at-Arms” shall mean each person duly nominated, elected and/or appointed as Sergeant-at-Arms pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.8. Sergeant-at-Arms* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.54. The term “Secretary” shall mean each person duly nominated, elected and/or appointed as Secretary pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.6. Secretary* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.55. The term “Special Meeting” shall mean each special meeting of the Members called pursuant to *Section B-5.3. Special Meetings*.

Section 1.56. The phrase “The Four-Way Test” refers to Rotary’s “The Four-Way Test”, which is a nonpartisan and nonsectarian ethical guide for Rotarians to use for their personal and professional relationships. It is recited at Club Meetings, and is as follows:

“Of the things we think, say or do

Is it the TRUTH?

Is it FAIR to all concerned?

Will it build GOODWILL and BETTER FRIENDSHIPS?

Will it be BENEFICIAL to all concerned?”

Section 1.57. The term “Treasurer” shall mean each person duly nominated, elected and/or appointed as Treasurer pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.7. Treasurer* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.58. The term “Vice-President” shall mean each person duly nominated, elected and/or appointed as Vice-President pursuant to *Bylaws Article 3: Elections and Terms of Office*, who shall discharge the associated responsibilities as are set forth in *Section B-4.4. Vice President* and such other provisions of this Constitution and the Bylaws (and other Governing Documents) which are applicable to such office of the Club (e.g., see *Article 13: Directors and Officers and Committees, Bylaws Article 4: Duties of the Officers*, and throughout).

Section 1.59. The term “World Understanding and Peace Week” shall have the meaning ascribed to such term in *Section 16.4. Recognizing Rotary’s Beginning*.

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Section 1.60. The term “Year” shall mean the twelve (12) months period beginning on July 1 of each calendar year and ending on the following June 30 of the next calendar year; for purposes of consistency, references to the “2017 Year” shall mean the Year beginning on July 1, 2016 and continuing through June 30, 2017. The term “Fiscal Year” means a Year and for purposes of consistency, references to the “2017 Fiscal Year” shall mean the Year beginning on July 1, 2016 and continuing through June 30, 2017, and so on for each subsequent year.

Article 2: Name

Section 2.1. Club Name.

The name of this organization shall be Rotary Club of McHenry. ⁴

Section 2.2. Satellite Club Name.

The name of each satellite of this Club (when applicable) shall be “Rotary Satellite Club of _____ (A satellite of Rotary Club of McHenry)”, as more fully provided for each Satellite Club in its authorizing resolution.

Article 3: Purposes

The purposes of this Club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service (including without limitation through the Foundation as contemplated by *Section B-9.7. Foundation* and the Operating Agreement), contribute to the advancement of Rotary by strengthening Membership, support The Rotary Foundation, and develop leaders beyond the Club level.

Article 4: Locality of the Club

The locality of this Club is as follows: The Greater McHenry, Illinois area, including but not limited to these Illinois, USA locations: Bull Valley, Johnsburg, McHenry, Prairie Grove, Ringwood, Spring Grove, Volo, and Wonder Lake.

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;

⁴ This Club is a member club of Rotary International. The full legal name of the Club is the “Rotary Club of McHenry, Illinois, Inc.”

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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. The Five Avenues of Service are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This Club will be active in each of the Five Avenues of Service.

Section 6.1. Club Service.

“Club Service” is the first Avenue of Service: it involves such actions as a Member should take within this Club to help it function successfully.

Section 6.2. Vocational Service.

“Vocational Service” is the second Avenue of Service: its purpose is 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.

Section 6.3. Community Service.

“Community Service” is the third Avenue of Service: it 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 or municipality.

Section 6.4. International Service.

“International Service” is the fourth Avenue of Service: it 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.

Section 6.5. Youth Service.

“Youth Service” is the fifth Avenue of Service: it 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 7: Exceptions to Provisions on Meetings and Attendance

The Bylaws may include rules or requirements not in accordance with *Article 8, Section 8.1. Regular Meetings*; *Article 12: Attendance*; and *Article 15, Section 15.4. Termination Non-Attendance*. Such rules or requirements shall supersede the rules or requirements of these

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sections of this Constitution; *provided, however, that* the Club must meet at least twice per month.

Article 8: Meetings

Section 8.1. Regular Meetings.⁵

(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, subject to *Section B-5.2. Regular Meetings*.⁶ Attendance may be in person, through an online meeting, or using an online connection for Members whose attendance otherwise would be precluded. Alternatively, the Club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on the Club's website. The latter type of meeting shall be considered as held on the day that the interactive activity is to be posted on the website.

(b) Change of Meeting.

For good cause, the Board may change a 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, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a 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 Members. The Board may cancel not more than four (4) 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.

(d) Satellite Club Meeting (When Applicable).

If provided in the Bylaws, a Satellite Club shall hold regular weekly meetings at a place and at a time and day decided by such Satellite Club's Members. The day, time and place of the meeting may be changed in a similar way to that provided for the Club's Regular Meetings in *Subsection 8.1(b)* of this *Article 8: Meetings*. A Satellite Club meeting may be cancelled for any of the reasons enumerated in *Subsection 8.1(c)* of this *Article 8: Meetings*. Voting procedures shall be as provided in the Bylaws.

⁵ *Article 7: Exceptions to Provisions on Meetings and Attendance* allows exceptions to these requirements if so provided in the Club's Bylaws. Refer to *Bylaws Article 5: Meetings*.

⁶ Refer to *Section B-5.2. Regular Meetings*.

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Section 8.2. Annual Meeting.

(a) Club Election of Officers

An Annual Meeting for the election of officers shall be held not later than December 31 as provided in the Bylaws.

(b) Satellite Club (when applicable) Election of Officers

A Satellite Club (when applicable) shall hold an Annual Meeting of its Members before December 31 to elect officers for the general governance of the Satellite Club.

Section 8.3. Board Meetings.

Written minutes should be provided for all Board Meetings. Such minutes should be available to all Members within 60 days of said meeting.

Article 9: Exceptions to Provisions on Membership

The Bylaws may include rules or requirements not in accordance with *Section 10.2. Kinds; Section 10.4. Satellite Club Membership; Section 10.5. Dual Membership; Section 10.6. Honorary Membership; Section 10.7. Holders of Public Office; and Section 10.8. Rotary International Employment.* Such rules or requirements shall supersede the rules or requirements of these sections of this Constitution.

Article 10: Membership⁷

Section 10.1. General Qualifications.

This Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 10.2. Kinds.⁸

Unless otherwise provided in the Bylaws, this Club shall have two kinds of Membership, namely: active and honorary.

Section 10.3. Active Membership.

A person possessing the qualifications set forth in *Article 5 Membership, Section 2 — Composition of Clubs* of the RI Constitution may be elected to active Membership in this Club.⁹

⁷ Note that *Article 9: Exceptions to Provisions on Membership* allows exceptions to these requirements if so provided in the Bylaws.

⁸ Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

⁹ *Article 5 Membership, Section 2 — Composition of Clubs* of RI's Constitution provides:

Section 2 — Composition of Clubs.

- (a) A club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world and having their place of business or residence located in the locality of the club or the surrounding area. A member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said member continues to meet all conditions of club membership.

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Section 10.4. Satellite Club Membership.¹⁰

Unless otherwise provided in the Bylaws, Members of a Satellite Club shall also be Members of this sponsoring Club until such time as the Satellite Club shall be admitted into Membership of RI as a Rotary club.

Section 10.5. Dual Membership.¹¹

Unless otherwise provided in the Bylaws, no person shall simultaneously hold active Membership in this Club and another club other than a satellite of this Club. No person shall simultaneously be a Member and an Honorary Member in this Club.

Section 10.6. Honorary Membership.¹²

(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 support of Rotary's cause may be elected to Honorary Membership in this Club. The term of such Honorary 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 the payment of 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 10.7. Holders of Public Office.¹³

Unless otherwise provided in the Bylaws, 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,

(b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

(c) The bylaws of RI may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.

(d) In countries where the word "club" has an inappropriate connotation, Rotary clubs, with the approval of the board, will not be obliged to use it in their names.

¹⁰ Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

¹¹ Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

¹² Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

¹³ Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

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colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such Members in their existing Classifications during the period in which they hold such office.

Section 10.8. Rotary International Employment. ¹⁴

Unless otherwise provided in the Bylaws, this Club may retain in its Membership any Member employed by RI.

Section 10.9. Review of Proposed New Members.

Proposed new Members and proposed new Honorary Members of the Club shall be reviewed and voted upon as set for in *Bylaws Article 10: Method of Becoming a Member*.

Article 11: Classifications

Section 11.1. General Provisions.

(a) Principal Activity.

Each Member shall be classified in accordance with the Member's business, profession, or type of community service. The Classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the Member is connected or that which describes the Member's principal and recognized business or professional activity or that which describes the nature of the Member's community service activity.

(b) 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.

Section 11.2. Limitations.

This Club shall not elect a person to active Membership from a Classification if the Club already has five or more Members from that Classification, unless the Club has more than 50 Members, in which case, the Club may elect a person to active Membership in a Classification so long as it will not result in the Classification making up more than ten (10) percent of the Club's active Membership. Members who are retired shall not be included in the total number of Members in a Classification. The Classification of a transferring or former Member of a club, or a Rotaractor or Rotary alumnus as defined by the board of directors of RI, shall not preclude election to active Membership even if the election results in Club Membership temporarily exceeding the above limitations. If a Member changes Classification, the Club may continue the Member's Membership under the new Classification notwithstanding these limitations.

¹⁴ Refer to *Article 9: Exceptions to Provisions on Membership*, which authorizes the Club's Bylaws to include rules or requirements not in accordance with this provision of the Constitution.

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Article 12: Attendance¹⁵

Section 12.1. General Provisions.

Each Member should attend this Club's Regular Meetings, or Satellite Club's Regular Meetings if provided in the Bylaws, and engage in this Club's service projects, other events and activities. A Member shall be counted as attending a Regular Meeting if the Member is present in person or using an online connection for at least sixty (60) percent 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 participates in the Regular Meeting posted on the Club's website within one week following its posting, or makes up for an absence in any of the following ways:

(a) 14 Days Before or After the Meeting.

If, within fourteen (14) days before or after the regular time for that Meeting, the Member

- (i) attends at least sixty (60) percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
- (ii) 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; or
- (iii) 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 training 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; or
- (iv) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (v) attends and participates in a Club service project or a Club-sponsored community event or Meeting authorized by the Board; or
- (vi) attends a Board Meeting or, if authorized by the Board, a meeting of a service committee to which the Member is assigned; or
- (vii) participates through a Club website in an interactive activity requiring an average of thirty (30) minutes of participation.

When a Member is outside the Member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the Member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such

¹⁵ Article 7: *Exceptions to Provisions on Meetings and Attendance* allows exceptions to these requirements if so provided in the Club's Bylaws.

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attendance shall count as a valid make-up for any Regular Meeting missed during the Member's time abroad.

(b) At the Time of the Meeting.

If, at the time of the Meeting, the Member is

- (i) traveling with reasonable directness to or from one of the meetings specified in sub-*Subsection 12.1(a)(iii)*; or
- (ii) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
- (iii) serving as the special representative of the District Governor in the formation of a new club; or
- (iv) on Rotary business in the employ of RI; or
- (v) directly and actively engaged in a District-sponsored, RI-sponsored, or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
- (vi) engaged in Rotary business duly authorized by the Board which precludes attendance at the meeting.

Section 12.2. Extended Absence on Outposted Assignment.

If a Member will be working on an outposted 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 Club, provided there is a mutual agreement between the two clubs.

Section 12.3. Excused Absences.

A Member's absence shall be excused under these circumstances.

(a) Board

A Member's absence shall be excused if the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a Member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve (12) months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve (12) months such leave may be renewed by the Board for a period of time beyond the original twelve (12) months.

(b) Age, Years of Service and Notice to the Secretary.

A Member's absence shall be excused if (i) the aggregate of the Member's years of age and years of Membership in one or more clubs is eighty-five (85) years or more, (ii) the Member has been a Member of one or more clubs for at least twenty (20) years, and (iii) the Member has notified the Club Secretary in writing of the Member's desire to be excused from attendance and the Board has approved.

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Section 12.4. RI Officers' Absences.

A Member's absence shall be excused if the Member is a current officer of RI or a Rotarian partner of a current officer of RI.

Section 12.5. Attendance Records.

When a Member whose absences are excused under the provision of *Subsection 12.3(a)* fails to attend a Club Meeting, the Member and the Member's absence shall not be included in the attendance records. In the event that a Member whose absences are excused under the provisions of *Subsection 12.3(b)* or *Section 12.4* attends a Club Meeting, the Member and the Member's attendance shall be included in the Membership and attendance figures used to compute this Club's attendance.

Article 13: Directors and Officers and Committees

Section 13.1. Governing Body.

The governing body of this Club shall be the Board constituted as provided in *Bylaws Article 2: Board*.

Section 13.2. Authority.

The Board shall have general control over all Officers and Committees and, for good cause, may declare any office vacant.

Section 13.3. Board Action Final.

The decision of the Board in all Club matters is final, subject only to an appeal to the Club. As to a decision to terminate Membership however, a Member may appeal to the Club (pursuant to *Section 15.6. Right to Appeal, Mediate or Arbitrate Termination*), 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) calendar days prior to the Meeting. If an appeal is taken, the action taken by the Club shall be final.

Section 13.4. Officers.

The Club officers shall be a President, the immediate Past President, a President-Elect, a Secretary, and a Treasurer, and may include one or more Vice-Presidents, all of whom shall be Members of the Board. The Club officers shall also include a Sergeant-at-Arms, who may (but is not required to) be a Member of the Board as the Bylaws shall provide. Club Officers shall regularly attend Satellite Club meetings.

Section 13.5. 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 July 1 immediately following election and shall serve for the term of office or until a successor has been duly elected (or appointed) and qualified.

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(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 as President and shall serve as President-nominee upon election. The President-nominee shall take the title of President-Elect on July 1 in the Year prior to taking office as President. The President shall take office on July 1 and shall serve a period of one (1) Year or until a successor has been duly elected (or appointed) and qualified.

(c) Qualifications.

Each Officer and Director shall be a Member in good standing of this Club. A candidate for the office of President shall have served as a Member of this Club for at least one (1) calendar year prior to being nominated for such office, except where service for less than a full calendar year may be determined by the District Governor to satisfy the intent of this requirement. The President-Elect shall attend the District Presidents-elect training seminar and the District training assembly unless excused by the District Governor-elect. If so excused, the President-Elect shall send a designated Club representative who shall report back to the President-Elect. If the President-Elect does not attend the Presidents-elect training seminar and the District training assembly and has not been excused by the District Governor-elect or, if so excused, does not send a designated Club representative to such meetings, the President-Elect shall not be able to serve as Club President. In such event, the current President shall continue to serve until a successor who has attended a Presidents-elect training seminar and District training assembly or training deemed sufficient by the District Governor-elect has been duly elected.

Section 13.6. Governance of a Satellite Club by this Club (When Applicable).

A Satellite Club shall be located in the same locality as this Club or in the surrounding area, and may be formed by the Club upon favorable vote of Members at a duly called Meeting passing a resolution in substantially the same form of *Resolution for Authorizing One or More Satellite Clubs (infra)*.

(a) Satellite Club Oversight.

This Club shall provide such general oversight and support of a Satellite Club as is deemed appropriate by the Board.

(b) Satellite Club Board.

For the day-to-day governance of a Satellite Club, it shall have its own annually elected board drawn from its members (who are also Members of the Club) and comprising the officers of the Satellite Club and four (4) to six (6) other Members as the Bylaws shall provide. The highest officer of the Satellite Club shall be its chair and other officers shall be its immediate past chair, its chair-elect, the Secretary and the Treasurer. The Satellite Board shall be responsible for the day-to-day organization and management of the Satellite Club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this Club. The Satellite Board shall have no authority within, or over, this Club.

(c) Satellite Club Reporting Procedure.

A Satellite Club shall, annually, submit to the President and Board of this Club a report on its

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membership (which is also part of the Club's Membership), its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this Club's reports for its Annual Meeting and such other reports as may, from time to time, be required by this Club.

Section 13.7. Committees.

This Club should have the following Standing Committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

The Club also has the following Committees: Benefits; Officers, Directors, Foundation Directors and Committee Members Nominating Committee; and such additional committees as may be appointed as needed.

Article 14: Dues

Every Member shall pay annual dues as prescribed in the Bylaws.

Article 15: Duration of Membership

Section 15.1. Period.

Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

Section 15.2. Automatic Termination.

(a) Membership Qualifications.

Membership shall automatically terminate when a Member no longer meets the Membership qualifications, except that

- (1) the Board may grant a Member moving from the locality of this Club or the surrounding area a special leave of absence not to exceed one (1) year to enable the Member to visit and become known to a Rotary club in the new community if the Member continues to meet all conditions of Club Membership;
- (2) the Board may allow a Member moving from the locality of this Club or the surrounding area to retain Membership if the Member continues to meet all conditions of Club Membership.

(b) How to Rejoin.

When the Membership of a Member has terminated as provided in *Subsection 15.2(a)*, such person may make new application for Membership under the same or another Classification;

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provided, however, that, such person's Membership was in good standing at the time of termination.

(c) Termination of Honorary Membership.

Honorary Membership shall automatically terminate at the end of the term for such Honorary 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 15.3. Termination for Non-Payment of Dues

(a) Process.

Any Member failing to pay dues within thirty (30) 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 (10) days of 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. However, no former Member may be reinstated to active Membership if the former Member's Classification is in conflict with *Section 11.2. Limitations of Article 11: Classifications.*

Section 15.4. Termination Non-Attendance.¹⁶

(a) Attendance Percentages.

A Member must

- (1) attend or make up at least fifty (50) percent of this Club's Regular Meetings or Satellite Club Meetings, or engage in Club projects, other events and activities for at least twelve (12) hours in each half of the Year, or a proportionate combination of both;
- (2) attend at least thirty (30) percent of this Club's Regular Meetings or Satellite Club Meetings, or engage in Club projects, other events and activities in each half of the Year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a Member fails to attend as required, the Member's Membership may be subject to termination unless the Board consents to such non-attendance for good cause.

(b) Consecutive Absences.

Unless otherwise excused by the Board for good and sufficient reason or pursuant to *Sections 12.3* or *Section 12.4*, each Member who fails to attend or make up four (4) consecutive Regular Meetings shall be informed by the Board that the Member's non-attendance may be considered a request to terminate Membership in this Club. Thereafter, the Board, by a majority vote, may

¹⁶ *Article 7: Exceptions to Provisions on Meetings and Attendance* allows exceptions to these requirements if so provided in the Club's Bylaws.

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terminate the Member's Membership.

Section 15.5. Termination for Other Causes.

(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 present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be *Section 10.1. General Qualifications*; 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 15.5(a)*, the Member 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 or by registered letter to the Member's last known address.

(c) 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. 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 15.6. Right to Appeal, Mediate or Arbitrate Termination.

(a) Notice.

Within seven (7) days after the date of the Board's decision to terminate or suspend Membership, the Secretary shall give written notice of the decision to the Member. Within fourteen (14) days after the date of the notice, the Member may give written notice to the Secretary of the intention to appeal to the Club (a "*Notice of Appeal*"), or to request mediation or to arbitrate (each a "*Request for Mediation or Arbitration*") as provided in *Article 19: Arbitration and Mediation*.

(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 Meeting to be held within twenty-one (21) days after receipt of the Notice of Appeal. At least five (5) 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.

(c) Mediation or Arbitration.

The procedure utilized for mediation or arbitration shall be as provided in *Article 19: Arbitration and Mediation*.

(d) Appeal.

If an appeal is taken, the action of the Club shall be final and binding on all parties and shall not

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be subject to arbitration.

(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 15.6(a)*.

Section 15.7. Board Action Final.

Board action shall be final if no appeal to this Club is taken and no arbitration is requested.

Section 15.8. 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 15.9. 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 15.10. 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 interests 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 of 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;

the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the Member as aforesaid for a reasonable period of time not to exceed ninety (90) days and on such further conditions as the Board determines. A suspended Member may appeal or refer to mediation or arbitration the suspension as provided in *Section 15.6*.

During the suspension, the Member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the Board must either proceed to terminate the

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Membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

Article 16: Community, National, and International Affairs

Section 16.1. 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 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 16.2. No Endorsements.

This Club shall not endorse or recommend any candidate for public office and shall not discuss at any Meeting the merits or demerits of any such candidate.

Section 16.3. 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 16.4. Recognizing Rotary's Beginning.

The week of the anniversary of Rotary's founding (February 23)¹⁷ 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 17: Rotary Magazines

Section 17.1. Mandatory Subscription.

Unless, in accordance with the RI Bylaws, this Club is excused by the board of directors of RI from complying with the provisions of this *Article 17: Rotary Magazines*, 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 (2) Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The subscription shall be paid on such dates as established by the Board for the payment of per capita dues for the duration of Membership in this Club.

¹⁷ The Rotary was founded on February 23, 1905 by Paul P. Harris, Gustavus Loehr, Silvester Schiele, and Hiram Shorey in Chicago, Illinois.

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Section 17.2. Subscription Collection.

The subscription shall be collected by this Club from each Member 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 18: Acceptance of Object and Compliance with Constitution and Bylaws

By payment of dues, a Member accepts the principles of Rotary as expressed in its object (which is stated herein at *Article 5: Object*) and submits to and agrees to comply with and be bound by the Constitution, the Bylaws of this Club, and the other Governing Documents, and on these conditions alone is entitled to the privileges of this Club. Each Member shall be subject to the terms of the Constitution, Bylaws, and other Governing Documents regardless of whether such Member has received copies of them.

Article 19: Arbitration and Mediation

Section 19.1. 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 (each, a “Request for Mediation or Arbitration.”) by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 19.2. 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 19.3. Mediation.

The procedure for such mediation shall be that 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.

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(b) Unsuccessful Mediation.

If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in *Section 19.1. Disputes*.

Section 19.4. 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 19.5. 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.

Article 20: Bylaws, Constitution and Rotary International

Section 20.1. Bylaws

This Club shall adopt Bylaws not inconsistent (a) with RI's Constitution and RI's Bylaws, (b) with the rules of procedure for an administrative territorial unit where established by RI, and (c) with this Constitution, embodying additional provisions for the government of this Club. Such Club Bylaws may be amended from time to time as therein provided at *Bylaws Article 11: Amendments*.

Section 20.2. Club Bylaws and Rotary International

To the extent that this Constitution is not expressly in conflict with the RI Constitution, RI Bylaws, the Club's Bylaws (except where permitted), the Operating Agreement (except where permitted), and the Rotary Code of Policies, this Constitution shall govern the operation of the Club. Otherwise, the Bylaws and the Operating Agreement shall govern the operation of the Club. To the extent that this Constitution does expressly conflict with the RI Constitution, RI Bylaws, the Club's Bylaws (where permitted), the Operating Agreement (where permitted), or the Rotary Code of Policies, this Constitution shall automatically be amended (without the need for Member vote or any other action) *mutatis mutandis*, but only to the extent needed to avoid such express conflict.

Article 21: 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 22: Amendments

Section 22.1. Manner of Amending.

Except as provided in *Section 22.2. Amending Article 2: Name and Article 4: Locality of the Club* (below), this Constitution may be amended only to the extent the Standard Rotary Club

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Constitution is so amended by the RI Council on Legislation (in the same manner as is established in the Bylaws of RI for the amendment of RI's Bylaws).

Section 22.2. Amending Article 2: Name and Article 4: Locality of the Club.

Article 2: Name and Article 4: Locality of the Club of this 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.

Bylaws
of the
Rotary Club of McHenry

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TO FACILITATE

TWO-SIDED PRINTING

Rotary Club of McHenry

Bylaws

Bylaws of the Rotary Club of McHenry¹⁸

Bylaws Article 1: Definitions

Section B-1.1. Definitions.

Unless otherwise defined in these Bylaws, all terms used in these Bylaws, unless the context otherwise clearly requires, shall have the meanings ascribed to them in *Article 1: Definitions* of the Constitution.

Section B-1.2. Club Constitution and Rotary International.

The term “Constitution” shall mean the Constitution of the Rotary Club of McHenry. The Constitution is hereby incorporated into and made a part of these Bylaws. To the extent that these Bylaws and the Operating Agreement do not expressly conflict with the RI Constitution, RI Bylaws, the Club’s Constitution (except where permitted), and the Rotary Code of Policies, these Bylaws and the Operating Agreement shall govern the operation of the Club. Otherwise, the Constitution shall govern the operation of the Club. To the extent that these Bylaws or the Operating Agreement do expressly conflict with the RI Constitution, RI Bylaws, the Club’s Constitution (except where permitted), or the Rotary Code of Policies, the Bylaws and/or the Operating Agreement shall automatically be amended (without the need for Member vote or any other action) *mutatis mutandis*, but only to the extent needed to avoid such express conflict.

Bylaws Article 2: Board

Section B-2.1. Governing Body and Minimum Board Composition.

The governing body of this Club is its Board of Directors, consisting of, at a minimum, the Club’s President, immediate Past President, President-Elect, Secretary, and Treasurer.¹⁹

Section B-2.2. Club Board Composition.

This Club’s Board shall consist of eleven (11) Members of this Club. The persons comprising the Board shall include the Club’s duly elected or appointed President, Vice-President, President-Elect, Secretary, Treasurer, as well as the immediate Past President of the Club, and up to five (5) additional duly elected or appointed Members who have been elected or appointed as Directors at Large of each of the Avenues of Service, including the Director of Club Service, the Director of Community Service, the Director of International Service, the Director of Vocational Service, and the Director of Youth Service. If any Member is a Club Officer as well as a Director at Large of an Avenue of Service, such Member shall hold only one position on the

¹⁸ Club Bylaws supplement the Club’s Constitution and set forth common Club practices. These Bylaws were originally recommended by Rotary International. Our Club may customize these Bylaws to reflect our Club’s practices, so long as such practices are not in conflict with the RI Constitution, RI Bylaws, the Club’s Constitution (except where permitted), and the Rotary Code of Policies (which is 472 pages and available at <https://www.rotary.org/en/document/rotary-code-policies>). Provisions which our Club is required to include are noted.

¹⁹ The Standard Rotary Club Constitution requires that our Club’s Bylaws include the first sentence of Bylaws *Section B-2.1. Governing Body and Minimum Board Composition*. The officers listed in such sentence are required to be Members of the Club’s Board. Our Club’s Board may have additional Members, such as the Vice President, the President-nominee, Sergeant-at-Arms, or other directors. If our Club authorizes Satellite club(s), such Satellite Club’s board Members should be added to this Article of the Bylaws.

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Club's Board. In the event of an even number of Directors, the Club's President's vote shall break any tied vote.

Should any vacancy arise, the Board shall include such person who fills such vacancy as contemplated by *Bylaws Article 3: Elections and Terms of Office*.

Section B-2.3. Satellite Club.

The governing body of each Satellite Club is such Satellite Club's board of directors, consisting of, at a minimum, such Satellite Club's chair, immediate past chair, chair-elect, Secretary, and Treasurer, and such additional members as are set forth in the Satellite Club Resolution establishing such Satellite Club.

Bylaws Article 3: Elections and Terms of Office

Section B-3.1. Nomination

At a Regular Meeting one (1) month prior to the meeting for election of officers (e.g., the first meeting in November), the presiding officer shall ask for nominations by Members of the Club for President, Vice-President, Secretary, Treasurer, Directors at Large, and Sergeant-at-Arms. The nominations may be presented by a Nominating Committee, by Members from the floor, or both. The members of the Nominating Committee shall be determined as provided in *Section B-8.11. The Nominating Committee*.²⁰

Section B-3.2. Ballot.

The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting. The candidates for President (who will become President-Elect for the subsequent Year beginning July 1 following election in December), Vice-President, Secretary, Treasurer, and Sergeant-at-Arms receiving a majority of the votes shall be declared elected to their respective offices commencing on July 1 of the Year following their election. The candidates for director of the various Avenues of Service receiving a majority of the votes shall be declared elected as Directors at Large with their respective offices likewise commencing on July 1 of the Year following their election. The current President-Elect becomes President for the next Year, whereupon the then current President becomes the "immediate Past President" for the next Year.

The candidate for President elected in such balloting shall be the President-nominee and serve as a Director for the Year commencing on the first day of July next following the election. The President-nominee shall take the title of President-Elect on such July 1 in the Year prior to taking office as President and shall assume office as President on July 1 of second immediately following Year.

Section B-3.3. Vote Required for Election.

The candidate who receives a majority of the votes for each office is declared elected to that

²⁰ The Constitution (as well as the Standard Rotary Club Constitution) requires that the Club's Bylaws specify an election process, which is set forth in *Bylaws Article 3: Elections and Terms of Office*. The details of how the Nominating Committee is constituted are set forth in *Section B-8.11. The Nominating Committee*. The term of office for a Club President is specified as one year in the Standard Rotary Club Constitution.

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office. The seven (7) Officers and Directors, so elected, together with the current Year's President (who becomes the immediate Past President) and President-Elect (who becomes the President) shall constitute the Board of eleven (11) Directors.

Section B-3.4. Vacancies.

If any Officer or Director vacates his or her position, the remaining members of the Board will appoint a replacement, without the necessity of a Member vote.

Section B-3.5. Vacancy of Officer/Director Elect.

If any Officer-elect or Director-elect vacates a position, the remaining members of the Board-elect will appoint a replacement, without the necessity of a Member vote.

Section B-3.6. Term of Office.

The terms of office for each Officer and Director are as follows:

President²¹ (President-Elect and immediate Past President)

The Club President serves (a) one (1) Year as President-Elect, (b) one (1) Year as President, (c) one (1) Year as immediate Past President, and (d) three (3) Years as a Director and member of the Nominating Committee while serving as such Officers of the Club.

Vice-President

Each Member nominated and elected (or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office* as Vice-President shall serve as Vice-President and as a Director for one (1) Year (which shall be the first full Year following such election, unless appointed in which case it shall be the remainder of the Year for which so appointed).

Treasurer

Each Member nominated and elected (or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office* as Treasurer shall serve as Treasurer and as a Director for one (1) Year (which shall be the first full Year following such election, unless appointed in which case it shall be the remainder of the Year for which so appointed).

Secretary

Each Member nominated and elected (or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office* as Secretary shall serve as Secretary and as a Director for one (1) Year (which shall be the first full Year following such election, unless appointed in which case it shall be the remainder of the Year for which so appointed).

Sergeant-at-Arms

Each Member nominated and elected (or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office* as Sergeant-at-Arms shall serve as Sergeant-at-Arms for one (1) Year (which shall be the first full Year following such election, unless appointed in which case it shall

²¹ The term of office for the Club President is specified as one year in the Constitution (and the Standard Rotary Club Constitution). However, the same Member serves one (1) Year as President-Elect, one (1) Year as President, one (1) Year as immediate Past President, and thereby serves three (3) Years as a Director while serving as such officers of the Club.

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be the remainder of the Year for which so appointed).

Directors at Large

Each Member nominated and elected (or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office* as Director at Large shall serve as Director at Large (as a Director) for one (1) Year (which shall be the first full Year following such election, unless appointed in which case it shall be the remainder of the Year for which so appointed).

Section B-3.7. Successors and Consecutive Terms

Each Officer and Director shall continue to serve in such capacity until such Officer's and Director's successor is duly nominated and elected (and/or appointed) pursuant to this *Bylaws Article 3: Elections and Terms of Office*. Moreover, all Officers and Directors may serve more than one continuous term and multiple Years; *provided, however, that* (other than as provided in the previous sentence regarding successors and *Section 13.5. Election of Officers, (c) Qualifications*), the Member serving as President shall serve as President for a one (1) Year term as well as one (1) Year terms as each of President-Elect and immediate Past President.

Bylaws Article 4: Duties of the Officers^{22 23}

Section B-4.1. President.

The duties of the President include (i) presiding at Meetings of the Club and Board Meetings, (ii) serving as a Director, (iii) serving on the Nominating Committee, (iv) performing such other duties as may be prescribed by the Board, (v) working together with the President-Elect and immediate Past President to ensure continuity of leadership and succession planning, and (vi) performing such other duties as ordinarily pertain to the office of President.

Section B-4.2. Immediate Past President.

The duties of the immediate Past President include (i) serving as a Director, (ii) serving on the Nominating Committee, (iii) working together with the President-Elect and the President to ensure continuity of leadership and succession planning, and (iv) performing such other duties as may be prescribed by the President or the Board.

Section B-4.3. President-Elect.

The duties of the President-Elect include (i) preparing for his or her Year in office as President of the Club (including without limitation appointing Committee Members to fill vacancies, appointing Committee Chairs, and conducting planning meetings prior to the start of the President-Elect's Year in office as President), (ii) presiding at Meetings of the Club and Board Meetings in the absence of the President, (iii) serving as a Director, (iv) serving on the Nominating Committee, (v) working together with the President and immediate Past President to ensure continuity of leadership and succession planning, and (vi) performing such other duties as may be prescribed by the President or the Board.

²² Refer to the RI club leader manuals for details on the roles of club officers.

²³ It is imperative that Officers and Directors understand that directors and officers of not-for-profit organizations (such as the Club and the Foundation) are generally held to the same legal standards of conduct as directors and officers of business corporations. Each of the Club and the Foundation is a corporation.

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Section B-4.4. Vice President.

The duties of the Vice President include (i) serving as a Director, (ii) performing such other duties as may be prescribed by the President or the Board, and (iii) performing such other duties as ordinarily pertain to the office of Vice-President.

Section B-4.5. Directors and Directors at Large.

The duties of each Director include (i) attending Club Meetings and Board Meetings, (ii) performing such other duties as may be prescribed by the Board, and (iii) performing such other duties as ordinarily pertain to the office of Director of a corporation.

The duties of each Director at Large include (i) serving as a Director, and (ii) performing such other duties as may be prescribed by the President or the Board. The Directors at Large shall include a Director of each of the Five Avenues of Service, including the Director of Club Service, the Director of Community Service, the Director of International Service, the Director of Vocational Service, and the Director of Youth Service. Each of the Director of Community Service, the Director of International Service, the Director of Vocational Service and the Director of Youth Service shall Chair their respective "Service Projects Subcommittee": that is, the "Community Service Projects Subcommittee" (Chaired by the Director of Community Service), the "International Service Projects Subcommittee" (Chaired by the Director of International Service), the "Vocational Service Projects Subcommittee" (Chaired by the Director of Vocational Service), and the "Youth Service Projects Subcommittee" (Chaired by the Director of Youth Service). The Director of Club Service shall Chair the Club Administration Committee. These subcommittees and the Club Administration Committee shall have the responsibilities (collectively, the "Service Projects Subcommittee Responsibilities") set forth in the Operating Agreement, including without limitation, producing the reports, plans, budgets and other matters as are contemplated and/or defined generally in *OA Article 2: Ongoing Charitable/Service Operations*, in *Section OA-2.4. Calendar Year Reports and Related Funding*, in *Section OA-2.5. Annual Budgeting for the Next Fiscal Year*, in *OA Article 4: Scholarships*, and in *Section OA-5.2. Service Projects Committee*. The Director of Club Service shall Chair the Club Administration Committee and in such capacity produce the same types of reports, plans, budgets and other matters as are required of the other Directors of the Avenues of Service but more specifically for the Club Service Avenue of Service for the Club Administration Committee.

Section B-4.6. Secretary.

The duties of the Secretary include (i) keeping Membership records, (ii) recording attendance at meetings, (iii) sending out notices of Meetings, Board Meetings, and Committee meetings, (iv) recording and preserving the minutes of such meetings, (v) reporting as required to RI, including the semiannual reports of Membership on January 1 and July 1 of each Year, which shall include per capita dues for all Members and prorated dues for active Members who have been elected to Membership in the Club since the start of the July or January semiannual reporting period, (vi) reporting changes in Membership, (vii) providing the monthly attendance report, which shall be made to the District Governor within fifteen (15) calendar days of the last Meeting of the month, (viii) collecting and remitting RI official magazine subscriptions, (ix) maintaining copies of the corporate records of the Club (e.g., meeting minutes, resolutions, the Constitution, the Bylaws,

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mediation outcomes, and the various state and federal filings of the Club) which the Secretary and all other Officers and Directors shall ensure are promptly prepared, gathered, and delivered to the Secretary to facilitate each Secretary's fulfillment of the Secretary's duties, (x) uploading all such corporate records of the Club to ClubRunner (or such other central electronic repository as is then utilized by the Club), (xi) serving as a Director, (xii) performing such other duties as may be prescribed by the President or the Board, and (xiii) performing such other duties as usually pertain to the office of Secretary. Upon retirement from office, each retiring Secretary shall deliver and surrender to the incoming Secretary or to the President all such records as have been maintained by said retiring Secretary.

Section B-4.7. Treasurer.

The duties of the Treasurer include (i) having custody of all Club funds, (ii) accounting for such Club funds to the Members of the Club (a) no less than annually and (b) at any other time upon demand by the Board, (iii) serving as a Director, (iv) performing such other duties as may be prescribed by the President or the Board, and (v) performing such other duties as pertain to the office of Treasurer. Upon retirement from office, each retiring Treasurer shall deliver and surrender to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property as have been within the control of said retiring Treasurer.

Section B-4.8. Sergeant-at-Arms.

The duties of the Sergeant-at-Arms include (i) maintaining order in meetings, (ii) performing such other duties as may be prescribed by the President or the Board, and (iii) performing such other duties as are usually prescribed for such office.

Bylaws Article 5: Meetings²⁴

Section B-5.1. Annual Meeting.

An Annual Meeting of this Club shall be held in December (no later than December 31) of each calendar year, at which Annual Meeting the Officers and Directors to serve for the next Year shall be elected by vote of the Members.

Section B-5.2. Regular Meetings.

The Regular Meetings of this Club shall be held weekly on Thursday at 12:10 PM or at such other or additional times as are determined by the Board (confirmed by Member vote and reported to all Members; *provided, however, that* the Club have Regular Meetings not less often than two (2) times each month). Reasonable notice of any change or cancellation of the Regular Meeting will be given to all Club Members.²⁵ All Members (excepting an Honorary Member (or Member excused pursuant to the Constitution) in good standing, on the day of the Regular Meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the Regular

²⁴ Note that *Article 21: Interpretation* provides "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." That is, such things as a notice, balloting for votes, and so on may be done using electronic means.

²⁵ The Club's Constitution (as well as RI's "Standard Rotary Club Constitution") requires Club Bylaws to include this *Section B-5.2. Regular Meetings*.

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Meeting, either at this Club or at any other Rotary club, or as otherwise provided in *Article 12: Attendance*.

Each Regular Meeting shall begin with all Members reciting The Pledge of Allegiance, The Four Way Test, the Song, and our Rotary Prayer. The following is the current order of business for Regular Meetings (following the meal, if any), which may from time to time be modified by the President (with the consent of the Members):

- Meeting called to order
- Introduction of visitors
- Correspondence, announcements, and Rotary information
- Committee reports, if any
- Any unfinished business
- Any new business
- Featured address or other programs presentations
- Adjournment

Section B-5.3. Special Meetings.

The President (or two (2) Directors) may call Special Meetings of the Club Members at such time and place (or electronically) as the President (or such two (2) Directors) may determine, after giving reasonable notice to the Members.

Section B-5.4. Board Meetings. ²⁶

Regular Board Meetings are held each month at such time and place (or electronically) as the President (or the Board) may determine, after giving reasonable notice to the Directors and the Members. Special meetings of the Board may be called by the President (whenever deemed necessary) or upon the request of two (2) Directors (at such time and place (or electronically) as the President (or such two (2) Directors) may determine), after giving reasonable notice to the Directors and the Members.

Section B-5.5. All Club Meetings.

Each Annual Meeting, Regular Meeting, Special Meeting, and Board Meeting shall begin with all Members reciting: The Pledge of Allegiance, The Four Way Test, the Song, and our Rotary Prayer.

Section B-5.6. Resolutions

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club Meeting, shall be referred to the Board without discussion, unless a Quorum of Members and a Quorum of the Board are present and at least two-thirds of the Members and the Directors present vote to waive

²⁶ The Bylaws in effect during 2016 provide: "Regular meetings of the board shall be held on a day and time as designated by the President and the Board of Directors, with no less than one meeting per quarter." The Bylaws now reflect the current practice of meeting monthly.

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this requirement.

Section B-5.7. Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the Meetings of the Club for a specified length of time.

Bylaws Article 6: Dues and Fees

Section B-6.1. Dues.²⁷

As of February 23, 2017, the Club Dues per Member for the Year were set by Club resolution at \$940 (which is equal to four quarterly payments of \$235 per quarter); *provided, however, that the annual Club Dues per Member shall be as determined from time to time pursuant to Section B-6.2. Determining Dues.* They are paid quarterly and are due on the first day of each quarter (January 1, April 1, July 1, and October 1) for each Year, subject to *Section B-6.2. Determining Dues.* Annual Club Dues shall include for each Member: RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, District per capita dues, Club fees (e.g., per member allocations of the cost of meals, social events, the Club's Operating Budget (e.g., cost and expense of sending Members to PETS, and various other Rotary training or other events), and other similar amounts), and any other RI or District per capita assessment.

Section B-6.2. Determining Dues.

The Member Dues shall be determined by (i) applying the last sentence of *Section B-6.1. Dues* and (ii) dividing the total projected Club Operating Budget for the applicable Year by the projected number of Member for such remaining Budget period, updated from time to time as new Members are added (or the number of Members is otherwise changed). The Member Dues shall be determined by the Board from time to time (but no less often than annually in connection with the Annual Meeting), payable quarterly, semiannually or annually on the first day of such period.

Section B-6.3. Admission Fee

There is no Admission Fee to join the Club. If the Board votes to have an Admission Fee, an Admission Fee may be required to be paid before an applicant for Membership can qualify as a Member (unless expressly prohibited by the Standard Rotary Club Constitution). The amount and terms of payment of any Admission Fee shall be determined by the Board, subject to confirmation by a majority of the then current Members.

²⁷ The Club's Constitution (as well as RI's "Standard Rotary Club Constitution") requires Club Bylaws to include *Section B-6.1.*

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Bylaws Article 7: Method of Voting²⁸

Section B-7.1. Club Voting.

The business of this Club is conducted by voice vote or a show of hands, except in the election of officers and directors and the expenditure of any funds other than as set forth in the then approved Budget (whether the Operating Budget or the Charitable/Service Budget) which shall be conducted by ballot (written or electronic). The Board may also provide a ballot for a vote on some resolutions. The process of voting for unbudgeted expenditure of any funds (whether operating or charitable/service), grant or project shall be as follows:

- 1st Such unbudgeted expenditure, grant or project is proposed at a Regular Meeting;
- 2nd Such proposal is published in the Reel and/or via email to the Members; and
- 3rd A vote by ballot on such proposal will be held at the next meeting of the Club.

If the proposed unbudgeted expenditure, grant or project is approved, the Operating Budget and the Charitable/Service Budget shall be modified (in each case, to the extent applicable) so as to accurately reflect such newly approved expenditure, grant or project.

Section B-7.2. Satellite Club Voting.

The business of each Satellite Club is conducted as set forth in the Satellite Club Resolution establishing such Satellite Club.

Bylaws Article 8: Committees

Section B-8.1. Committees.

Club Committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. Club Committees coordinate their efforts with those of other Committees, as well as the efforts of the Officers and Directors.

The President-Elect, President, and immediate Past President shall work together to ensure continuity of leadership and succession planning. When feasible and to ensure consistency, Committee Members should be appointed to the same Committee for three (3) Years. The President-Elect is responsible for appointing Committee Members to fill vacancies, appointing Committee Chairs, and conducting planning meetings prior to the start of the President-Elect's Year in office as President. It is recommended (but not required) that each Committee Chair have previous experience as a Committee Member of such Committee for which the Committee Member is to serve as Committee Chair.

The Club has the Committees listed in *Section 13.7. Committees* of the Club's Constitution. *Section 13.7. Committees* establishes the Standing Committees, each of which is charged with responsibility for developing and implementing a comprehensive and effective plan as follows:

²⁸ Note that *Article 21: Interpretation* provides "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." That is, such things a notice, balloting for votes, and so on may be done using electronic means.

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- for activities associated with the effective and enhanced operation of the Club – the *Club Administration Committee*;
- for the recruitment and retention of Members – the *Membership Committee*;
- to provide the public with information about Rotary and to promote the Club’s service projects and activities – the *Public Image Committee*;
- for supporting The Rotary Foundation through both financial contributions and program participation – the *Rotary Foundation Committee*;
- to ensure continuity of leadership and succession planning designed to successfully and effectively expand the Club’s successful fulfillment of the Rotary’s mission in the Club’s community – the *Nominating Committee*; and
- for educational, humanitarian, vocational, and youth projects that address the Vocational Service, Community Service, International Service and Youth Service needs of the Club’s community and to the extent so budgeted by the Club (and consistent with RI objectives) communities in other countries – the *Service Projects Committee*.

The Club also has a *Benefits Committee*, which is currently referred to as the *Blues, Brews & Barbecue Committee*. Additional *ad hoc* Committees may be appointed as needed.

Section B-8.2. President Ex Officio Committee Member.

The President is an *ex officio* Committee Member of all Committees and, as such, has all the privileges as a Committee Member of each such Committee.

Section B-8.3. Committee Chair.

Each Committee’s Committee Chair (a) is responsible for the regular meetings and activities of such Chair’s Committee, (b) shall supervise and coordinate such Committee’s work, (c) shall report to the Board on all Committee activities, and (d) shall make periodic update reports at Regular Meetings.

Section B-8.4. Committee Membership.

Each Committee shall be comprised of all of the Directors of the Board of the Club, unless and until the Board appoints specific Members to specific Committees (or members of a Committee are otherwise determined by the Governing Documents or Foundation Governing Documents). Each Committee shall select its own Chair (unless the Governing Documents or Foundation Governing Documents designate a Chair for a particular Committee), who shall discharge the responsibilities for such Chair’s Committee as set forth in *Section B-8.3. Committee Chair*.

Section B-8.5. Duties of Committees

The duties of all Committees shall include the responsibilities set forth in *Section B-8.1 Committees*, which shall be further determined, established and reviewed by the President for his or her Year. In particularizing such duties of each Committee for his or her Year, the President shall refer to the Constitution, appropriate RI materials, and the Foundation Governing Documents. When developing plans for the Year, the Service Projects Committee will consider

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these four of the Five Avenues of Service: Vocational Service, Community Service, International Service, and Youth Service.

Each Committee shall have a specific mandate, clearly defined goals, and action plans established prior to the beginning of each Year for implementation during the course of such Year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for each Committee's Members, mandates, goals, and plans for presentation to the Board in advance of the commencement of the Year for which such President-Elect is to serve as President.

Each Committee shall transact such business as is delegated to it in these Bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such Committees shall not take action until a report has been made and approved by the Board.

Section B-8.6. The Service Projects Committee

The Service Projects Committee shall be comprised of at least five (5) members. The composition of the Service Projects Committee shall include (a) a member of the Benefits Committee, (b) each of the Directors at Large of each of the five Avenues of Service (other than Club Service), as well as (c) such other Members as have expressed an interest in being on the Service Projects Committee (subject to Board confirmation). The Service Projects Committee shall function, have the responsibilities (including without limitation Service Projects Subcommittee Responsibilities), prepare reports (including without limitation the Service Projects Committee Report), plans (including without limitation Service Projects Subcommittee Strategic Plan), and budgets (including without limitation Charitable/Service Budgets for the Club and the Foundation), and discharge such other duties as are contemplated in the Operating Agreement, including without limitation paragraph 3 of *Section OA-2.4. Calendar Year Reports and Related Funding*, *OA Article 2: Ongoing Charitable/Service Operations*, *OA Article 4: Scholarships*, and *Section OA-5.2. Service Projects Committee*.

Section B-8.7. The Benefits Committee

The Benefits Committee (which is commonly referred to as the “**Blues, Brews & Barbecue Committee**”) shall (without limitation) have primary responsibility for designing, planning, organizing and managing benefits and other fundraisers and such other report, budget, fiscal and other responsibilities as are contemplated in *Section OA-2.4. Calendar Year Reports and Related Funding*, and *Section OA-2.5. Annual Budgeting for the Next Fiscal Year, Subsection OA-2.5 (d) Benefits & Fundraising*. Members shall volunteer (their reasonable time, vocational skills, and other resources) as needed and available to facilitate each such benefit's or other fundraiser's economic success.

Section B-8.8. The Club Administration Committee

The Director at Large of the Club Service Avenue of Service shall Chair the Club Administration Committee and have the duties and responsibilities set forth above in *Section B-4.5. Directors and Directors at Large*.

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Section B-8.9. The Membership Committee

The role of the Club Membership Committee is to actively attract new Members, as well as engage and retain existing Members. The Club Membership Committee Chair shall create and follow an action plan to attract and engage Members, and prepare a budget for the associated cost and expense for implementation of such plan (subject to annual Board review and approval).

Section B-8.10. The Rotary Foundation Committee

The Rotary Foundation Committee shall create and follow an action plan to support reasonably The Rotary Foundation through both financial contributions and program participation, subject to the Club's Annual Budget and the Foundation Annual Budget. The Chair of The Rotary Foundation Committee shall create and follow an action plan to support reasonably The Rotary Foundation, and prepare a budget for the associated cost and expense for implementation of such plan (subject to annual Board review and approval).

Section B-8.11. The Nominating Committee

The Nominating Committee shall be comprised of the immediate Past-President, the President and the President-Elect, together with such other members as are selected by the Board. The Nominating Committee shall meet at least once per Year in October prior to the Officer Nomination Meeting in November. The Nominating Committee shall determine the Officer Ballot for consideration of the Member at the Officer Nomination Meeting in November of each Year for the Officers for the following Year, as well as the proposed membership of each Committee (which shall include those who are required members of each such Committee).

Section B-8.12. The Public Image Committee

The purpose of the Public Image Committee is to increase the understanding and commitment of various stakeholders, including the media as well as Club leaders, members and the Club's communities in the cause of Rotary and the Club's service projects and activities, thereby making public image a priority and successfully mounting a public image program appropriate for the Club's community, news media, and etc. The Public Image Committee is chaired by the Publicity Chair member of the Club Administration Committee. The Public Image Committee provides: communication services and training for the Club and its Members and Committees. The Public Image Committee Chair shall create and follow an action plan to provide such Committee's communication services and training, and prepare a budget for the associated cost and expense for implementation of such plan (subject to annual Board review and approval).

Section B-8.13. The Scholarship Committee

Refer to *OA Article 4: Scholarships* of the Operating Agreement for the composition and operation of the Scholarship Committee.

Bylaws Article 9: Finances

Section B-9.1. Annual Budget.

Prior to the beginning of each Fiscal Year, the Board shall prepare an Annual Budget of estimated income and expenditures for such Fiscal Year, which shall stand as the limit of

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expenditures for these purposes, unless otherwise ordered by action of the Board. The Annual Budget shall be broken into two (2) separate parts: one in respect of Club operations and one in respect of charitable/service operations.

For purposes of clarity, the terms “Annual Budget” and “Budget” shall mean each of the budgets contemplated in the first paragraph of this *Section B-9.1. Annual Budget*. The term “Operating Budget” shall mean the Budget which is the “one in respect of Club operations” and the “Charitable/Service Budget” shall mean the Budget which is the “one in respect of charitable/service operations”, in each case prepared by the Board as contemplated by this *Section B-9.1. Annual Budget*.

Generally, the Charitable/Service Budget shall be fulfilled through the Foundation as contemplated in *Section B-9.7. Foundation; provided, however, that* in any particular Fiscal Year the Club may designate any portion of the Charitable/Service Budget to be fulfilled by Member contributions of resources (e.g., labor, material, funding, and etc.) which shall be made by the contributing Member through the Foundation (rather than from existing Foundation funds) thereby discharging the Foundation’s responsibilities for such designated portion. Such Member contribution (to the extent permitted) shall be recognized as a donation to the Foundation.

Section B-9.2. Deposits by Treasurer.

The Treasurer shall deposit all Club funds in a financial institution or institutions designated by the Board. The Club funds shall be divided into two separate parts: club operations and service projects. Club funds which the Board determines are reasonably required in respect of Club operations shall be deposited into the Club’s bank account. Club funds which the Board determines (i) are reasonably required in respect of Club service projects or (ii) were once believed to be reasonably required in respect of Club operations but now exceed the Club’s requirements in respect of Club operations, shall be transferred from time to time to the Foundation. Each time a transfer of funds is made from the Club to the Foundation, such contribution shall be attributed to one or more current Members consistent with the perceived source of such funds.

To the extent required by the Board, Officers having charge or control of Club funds shall give bond for the safe custody of the funds of the Club; *provided, that* the cost of such bond shall be borne by the Club.

Section B-9.3. Payment of Bills by Treasurer.

All bills that (a) have been approved by two (2) other Officers or Directors or (b) are adequately described in the Annual Budget shall be paid by the Treasurer or another authorized Officer.

Section B-9.4. Annual Review of Financial Transactions.

A thorough review of all financial transactions by a qualified person shall be made once each year. Such Annual Financial Review shall be reported first to the Board and then to the Members.

Section B-9.5. Annual and Other Financial Reports

Club Members will receive an annual financial statement of the Club in such form as is authorized by the Board. The “Annual Financial Statement” shall (1) be supported by the

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Annual Financial Review, (2) include a comparison of actual amounts to those set forth in the Annual Budget, and (3) be delivered to the Members within sixty (60) calendar days of the end of the last Fiscal Year (herein, the “Annual Financial Statement Deadline”).

Quarterly financial reports (“Quarterly Financial Reports”) shall be submitted to the Members. Such Quarterly Financial Reports shall well illustrate the overall financial condition of the Club and the Foundation, as well as the general sources of funds (e.g., Dues, Club sponsored benefits, and etc.), uses of funds (e.g., grants, scholarships, RI Foundation, and etc.), and assets (e.g., bank account balances, investments, and etc.).

Section B-9.6. Fiscal Year

The Fiscal Year means a Year and for purposes of consistency, references to the 2017 Fiscal Year shall mean the Year beginning on July 1, 2016 and continuing through June 30, 2017, and so on for each subsequent year.

For the collection of Members' Dues the Fiscal Year shall be divided into four (4) quarterly periods extending from July 1 to September 30, from October 1 to December 31, from January 1 to March 31, and from April 1 to June 30. Member Dues are payable on the first day of each such quarter.

Dues are paid as contemplated in *Section B-6.1. Dues*.

Section B-9.7. Foundation

The Club and its Members elected to form the *Rotary Club of McHenry Charitable Foundation, Inc.* to fund ongoing charitable/service operations on a tax exempt basis and to ensure continued sustainability of the Club’s charitable/service operations.

(a) General

The Club authorized the *Articles of Incorporation* (as amended from time to time, the “Foundation Articles”) incorporating the Rotary Club of McHenry Charitable Foundation, Inc. as the Foundation. Such Foundation Articles were executed on December 6, 2007 and filed in the Illinois Secretary of State’s Office on December 13, 2007. Thereafter, all Club funding “in respect of charitable/service operations” has been delegated to and accepted by the Foundation. A bank account and investment accounts have been established by the Foundation to manage and invest such funds.

(b) Foundation Membership

Section FB-3.1. Foundation Membership of the Rotary Club of McHenry Charitable Foundation, Inc. By-Laws (as amended from time to time, the “Foundation By-Laws”) provides: “All Members in good standing of the Club shall be members of the Foundation” and *Section FB-3.4* provides: “All funds of the Foundation shall be separated from and not commingled with the funds of the Club.” In other words, each Member of the Club is simultaneously a Foundation Member.

(c) Retained Discretion

Through the Operating Agreement and the Service Projects Committee, the Members of the Club have retained discretion over the Charitable/Service Budget and the distribution thereof pursuant

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to *OA Article 5: Development and Allocations of the Charitable/Service Budget.*

(d) Continued Exercise of Retained Discretion

Such retained discretion is exercised by the Members through *Bylaws Article 7: Method of Voting*, this *Bylaws Article 9: Finances*, the Service Projects Committee, *Section OA-5.3(d) Member Vote*, *Bylaws Article 11: Amendments* of the Club's Bylaws, and *Article 22: Amendments* of the Club's Constitution.

(e) Section OA-1.3. Coextensive Operation of the Club and the Foundation

To facilitate the exercise of the retained discretion referenced above and continued exercise of retained discretion, *Section OA-1.3. Separate Operation of the Club and the Foundation* of the Operating Agreement specifies both the simultaneous matters occurring in the normal course of business of the Club and the Foundation as well as the distinctly separate and different roles of officers and directors of the Club and the Foundation.

Bylaws Article 10: Method of Becoming a Member

Section B-10.1. Proposing a New Member.

A Member proposes a candidate for Membership to the Board, or another club proposes one of its transferring or former members. The name of the prospective member who is proposed by an active Member shall be submitted in writing to the Board through the Secretary. A transferring or former member of another club may be proposed to active Membership by the former club. The proposal shall be kept confidential except as otherwise provided in this *Bylaws Article 10: Method of Becoming a Member* procedure.

Section B-10.2. Approval Process for New Members.

The Board shall ensure that the proposal meets all the Classification and Membership requirements of the Constitution (that is, the Standard Rotary Club Constitution authored by RI). The Board shall (i) approve or reject the candidate's Membership within thirty (30) calendar days and (ii) through the Secretary, notify the proposing Member of the Board's decision.

Section B-10.3. Objection Process.

The Board, through the Secretary, shall notify all Members of the Board's decision.

If within seven (7) calendar days following such publication of information about the prospective member, no written objection to the proposal (stating reasons) is received by the Board from any Member (other than an Honorary Member), the Board shall approve the candidate.

If there is any objection made by a Member of the addition of a proposed new member, such objection shall first be made to the President. If the objection is continued, then the Member who objects shall submit a written objection (stating reasons) to the Board within seven (7) calendar days following such publication of information about the prospective member. If the objection is so continued to the Board, the Board shall vote on this matter at its next Board Meeting. If approved despite the objection, then the candidate is approved. If not approved following such objection, then through the Secretary, the proposing Member shall be notified of the Board's decision not to approve the candidate.

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Section B-10.4. Notification of Approval and Invitation.

If the Board approves the candidate's Membership, the prospective Member shall be invited to join the Club. The prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of Membership (providing copies of the Club's Constitution and Bylaws), following which the prospective member shall be requested to sign the Membership proposal form and to permit his or her name and proposed classification to be published to the Club.

Section B-10.5. Honorary Members

The Club may elect, in accordance with the Constitution (and the Standard Rotary Club Constitution) honorary members proposed by the Board. The Member who proposes a candidate to become (and those candidates who are proposed to become) an honorary member (as contemplated by *Section 10.6. Honorary Membership*) must also satisfy this *Bylaws Article 10: Method of Becoming a Member* regarding means of proposal, Board vote and process for vetting Member objection.

Section B-10.6 Becoming a Member or Honorary Member

Upon payment of the Admission Fee (if the Club chooses to have one and if not Honorary Membership) as prescribed in these Bylaws, each approved candidate who has signed a Membership application shall be considered to have been duly elected to Membership and shall receive all rights and duties of a Member.

In the case of approved Honorary Member candidates, each such approved Honorary Membership candidate who has signed a Membership application shall be considered to have been duly elected to Honorary Membership and shall receive all rights and duties of an Honorary Member.

Following the election of such new Member and new Honorary Member, the President shall arrange for such new member's induction, Membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign an existing Member to assist with the new member's assimilation into the Club as well as assign the new member to a Club project or function.

Bylaws Article 11: Amendments

Section B-11.1. RI Restrictions.

Changes to these Bylaws and the Operating Agreement must be consistent with the Club's Constitution (which is subject to the Standard Rotary Club Constitution), the RI Constitution and RI Bylaws, and the Rotary Code of Policies (and other Governing Documents).

Section B-11.2. Process and Required Vote.

These Bylaws may be amended at any Meeting. Changing the Club Bylaws requires (1) sending written notice to each Member at least ten (10) calendar days before the Meeting, (2) having a Quorum present for the vote, and (3) having two-thirds of the votes support the change.

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Bylaws Article 12: Operating Agreement

The Club is hereby authorized and directed to execute, deliver, and perform the Operating Agreement, which is hereby incorporated herein and made a part hereof.

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**Resolution
for Authorizing
One or More Satellite Clubs**

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Rotary Club of McHenry

Satellite Club Resolution

Resolution for Authorizing One or More Satellite Clubs

Whereas, the Constitution and the Bylaws of the Rotary Club of McHenry, Illinois, Inc. authorize the establishments from time to time of Satellite Clubs; and

Whereas, the Members of the Club desire and have voted to establish a Satellite Club,

NOW, THEREFORE, it is hereby:

RESOLVED, that these provisions relative to the establishment of a Satellite Club of the Rotary Club of McHenry are hereby adopted:

Section R-1.1. Definitions.

Unless otherwise defined in this Resolution and unless the context otherwise clearly requires, all terms used in this Resolution shall have the meanings ascribed to them in *Article 1* of the Constitution of the Rotary Club of McHenry, which Constitution is incorporated herein by this reference and made a part hereof.

Section R-2.1. Satellite Club Created

The Rotary Club of McHenry hereby establishes this Satellite Club pursuant to the Club's Constitution and Bylaws. Until such time as the Satellite Club becomes an independent Rotary club (if ever) and except as provided in this Resolution, such Satellite Club and its members shall be (a) subject to the Constitution and Bylaws and (b) Members of the Club.

Section R-2.2. Satellite Club Name.

The name of this Satellite Club shall be "Rotary Satellite Club of _____ (A satellite of Rotary Club of McHenry)".

Section R-2.3. Satellite Club Voting

For purposes of *Section B-7.2. Satellite Club Voting*, Satellite Club voting shall be as follows:

[Insert Voting – refer to *Section B-7.1. Club Voting* for an example]

Section R-2.4. Satellite Board

The Satellite Board shall include the Satellite Club's chair, the immediate past chair, and the chair-elect, as well as the Club's Secretary and Treasurer.

THE UNDERSIGNED HEREBY CERTIFIES that (a) he/she is the duly elected and qualified Secretary and the custodian of the books and records (and seal) of the Club, which is duly formed pursuant to the laws of the state of Illinois, (b) the foregoing is a true record of the resolution duly presented and motioned at a meeting of the Club held in accordance with state law and the Club's Bylaws on [Insert Date], (c) at such [Insert Date] meeting a motion was made and seconded to approve this Resolution, (d) this Resolution was duly voted upon, approved and adopted at the [Insert Second Date] regular meeting of the Club, and (e) consequently, this Resolution is now in full force and effect.

IN WITNESS WHEREOF, the Secretary of the Rotary Club of McHenry has hereunder affixed his/her name as of this [___] day of [____], 20[___].

_____, [Insert Name], Secretary

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Note that the following page numbers such as “1” refers to the Constitution, such as “i” to the Bylaws, and such as “-1-” to the Resolution for Authorizing One or More Satellite Clubs. That is, the Constitution’s page numbers are 1, 2, 3, and etc. The Bylaws’ page numbers are i, ii, iii, and etc. The Resolution for Authorizing One or More Satellite Clubs page numbers are -1-, -2-, -3-, and etc.

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