***Constitution of the Rotary Club of**

Topeka South

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1.	Board:	The Board of Directors of this club.
2.	Bylaws:	The bylaws of this club.
3.	Director:	A member of this club's Board of Directors.
4.	Member:	A member, other than an honorary member, of this club.
5.	RI:	Rotary International.
6.	Satellite club (when applicable):	A potential club whose members shall also be members of this club.
7.	Year:	The twelve-month period which begins on 1 July.

Article 2 Name (select one)

☑ The name of this organization shall be Rotary Club of Topeka South

(Member of Rotary International)

or

☐ The name of this organization shall be Rotary E-Club of _____

(Member of Rotary International)

(a) The name of a satellite of this club (when applicable) shall be Rotary Satellite Club of _____

(A satellite of Rotary Club of _____)

Article 3 Locality of the Club (select one)

☑ The locality of this club is as follows: Topeka, Kansas

District 5710

or

☐ The locality of this e-club is (worldwide) _____ and can be found on the web at: www. _____

* The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution.

Article 4 Object

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

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

(Select one Article 6)

☑ **Article 6 Meetings**

Section 1 — *Regular Meetings.*

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

(b) *Change of Meeting.* For good cause, the board may change 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 in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

(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 its 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 section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

Section 2 — *Annual Meeting.*

(a) An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

(b) A satellite club (when applicable) shall hold an annual meeting of its members before 31 December to elect officers for the general governance of the satellite club.

or

☐ **Article 6 Meetings (for e-Clubs)**

Section 1 — *Regular Meetings.*

(a) *Day.* This club shall hold a regular meeting once each week by posting an interactive activity on the club's website on the day provided in the bylaws. The 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.

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

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

Article 7 Membership

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

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

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

Section 4 — *Transferring or Former Rotarian.*

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

(b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership in the other club. If such a statement is not provided within 30 days of being requested, it shall be assumed that the member does not owe any money to this club.

Section 5 — *Satellite Club Membership.* Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 6 — *Dual Membership.* No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 7 — *Honorary Membership.*

(a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be 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 admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 8 — *Holders of Public Office.* Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding

positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members 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 9 — *Rotary International Employment.* This club may retain in its membership any member employed by RI.

Article 8 Classifications

Section 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 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 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 Rotary Foundation 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.

Article 9 Attendance

(Select one introductory paragraph to Section 1)

☑ **Section 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 for at least 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 makes up for an absence in any of the following ways:

or

☐ **Section 1 (for e-Clubs)** — *General Provisions.* Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if

the member participates in the regular meeting posted on the club's website within one week following its posting, or makes up a missed meeting 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
   (1) attends at least 60 percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
   (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
   (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district 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
   (4) 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
   (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
   (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
   (7) participates through a club website in an interactive activity requiring an average of 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 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
   (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or
   (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
   (3) serving as the special representative of the district governor in the formation of a new club; or
   (4) on Rotary business in the employ of RI; or
   (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
   (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 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 member's club, provided there is a mutual agreement between the two clubs.

Section 3 — *Excused Absences.* A member's absence shall be excused if

(a) 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 months. However, if the leave is for a medical reason that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months.

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 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 5 — *Attendance Records.* When a member whose absences are excused under the provision of subsection 3(a) of this article 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 3(b) or section 4 of this article 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 10 Directors and Officers

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

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

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

Section 4 — *Officers.* The club officers shall be a president, the immediate past president, a president-elect, and a secretary, and may include one or more vice-presidents, all of whom shall be members of the board. The club officers shall also include a treasurer and may include a sergeant-at-arms, all of whom may be members of the board as the bylaws shall provide. Club officers shall regularly attend satellite club meetings.

Section 5 — *Election of Officers.*

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

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

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full 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 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 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 governor-elect has been duly elected.

Section 6 — *Governance of a Satellite Club of This Club (When Applicable).* A satellite club shall be located in the same locality as this club or in the surrounding area.

(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 and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chairman and other officers shall be the immediate past chairman, the chairman-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. It 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 membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4(a) or any former member of this club who rejoins this club, shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 Duration of Membership

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

Section 2 — *Automatic Termination.*

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

(1) 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 (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.

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

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

(a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time 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 article 8, section 2.

Section 4 — *Termination – Non-attendance.*

(a) *Attendance Percentages.* A member must

(1) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;

(2) attend at least 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 article 9, sections 3 or 4, each member who fails to attend or make up four 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 terminate the member's membership.

Section 5 — *Termination – 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 article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.

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

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

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written 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, request mediation, or to arbitrate as provided in article 16.

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

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

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

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

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

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

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

(a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the 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. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities;

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

Article 13 Community, National, and International Affairs

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

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

Section 3 — *Non-Political.*

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

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

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

Article 14 Rotary Magazines

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

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

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

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

Article 16 Arbitration and Mediation

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

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

Section 3 — *Mediation.* The procedure for such mediation shall be 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.

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

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

Section 5 — *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 17 Bylaws

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

Article 18 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 19 Amendments

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

Section 2 — *Amending Article 2 and Article 3.* Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.