

BYLAWS
of
THE ROTARY CLUB of TACOMA, WASHINGTON

ARTICLE I
Board of Directors and Officers

Section 1. The governing body of this Club shall be the Board of Directors, consisting of seventeen (17) members: twelve (12) directors, four (4) of whom shall be elected each year for a three (3) year period, and the following five elected officers: President, President-Elect, Secretary, Treasurer and Immediate Past President, which officers shall comprise the Executive Committee. The Secretary and Treasurer shall complete the list of officers and shall each serve a two (2) year term. The Secretary and the Treasurer shall be elected in alternate years.

Section 2. In any matter concerning the Club in which the procedure has not been outlined in the Bylaws, the Board of Directors shall be empowered to take action.

Section 3. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the business of the Board when an action is required to be taken prior to the next scheduled meeting of the Board of Directors and a quorum of Board members is not available to take such action. Action of the Executive Committee exercising the authority of the Board of Directors shall be ratified by the Board at its next scheduled meeting.

ARTICLE II
Duties of Officers and Members of the Board of Directors

Section 1. President. It shall be the duty of the President to preside at meetings of the Club and the Board of Directors and to perform such other duties as ordinarily pertain to the President's office.

Section 2. President-Elect. It shall be the duty of the President-Elect, if asked, to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such duties as ordinarily pertain to the President-Elect's office. The President-Elect shall preside at the annual Club presentation of the Community Service Award.

Section 3. Secretary. It shall be the duty of the Secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of Club, Board of Directors and committees; record and preserve the minutes of such meetings; make the required reports to Rotary International; the monthly report of attendance at the Club meetings which shall be made to the District Governor immediately following the last meeting of the month; maintain the Resource Library; preserve the archives of the organization; serve on the Bylaws review committee when activated; and perform such duties as usually pertain to the Secretary's office. The Secretary may delegate certain duties to the Club Administrator or other Club members so long as ratified by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be responsible for managing and accounting for all of the funds of the Club. The Treasurer shall make a preliminary financial report to the Club at its annual (Turnover Day) meeting and at any other time upon the demand by the Board of Directors and shall perform such other duties as pertain to the Treasurer's office. The Treasurer shall prepare an annual report for the membership, which will be published to the members no later than October 31 following the end of the fiscal year defined in Article VIII below. The Treasurer shall follow all financial policies and procedures adopted and approved by the Board

of Directors. Upon retirement from office the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other Club property in the Treasurer's possession.

Section 5. Immediate Past President. It shall be the duty of the Immediate Past President to chair a committee of available past presidents for selection of the Rotarian of the Year award.

Section 6. Interim Duties. In the event the designated officer is unable to or fails to perform as required under the terms of these Bylaws, the President shall assume the duties of such officer or assign the duties to another Active member until such time as a successor is appointed in accordance with Article III, Section 3 below.

Section 7. Members of the Board of Directors. Board members are expected to participate in all Club activities and attend all meetings of the Club. Each member shall represent the Board at designated committee meetings.

Section 8. Absences. Should a member of the Board of Directors have two (2) un-excused absences from the Board of Director meetings, the President will counsel the Board member on the need for attendance. After three (3) un-excused absences the Board of Directors shall terminate the term of the director, and fill the vacancy in accordance with Article III, Section 3.

Section 9. The President shall select five (5) Board members to serve as Pillar Chairs.

ARTICLE III Nominations and Elections

Section 1. The nominations for and election of Officers and Directors shall be made in the following manner:

(a) At the first Club meeting in October of each year or at a Club meeting as soon as possible thereafter, the President will call for nominations to select candidates for two Nominating Committees:

(1) Board Nominating Committee. Six (6) candidates shall be nominated from the floor for service on the Board Nominating Committee; three (3) of these candidates will be elected to serve on the Board Nominating Committee by a vote of the Club. The remaining members of the Board Nominating Committee shall be the current President-Elect, who will serve as chair, one (1) Past President, and one (1) current Director; the Executive Committee shall select these latter two members of the Board Nominating Committee.

(2) Officer Nominating Committee. Four (4) candidates shall be nominated from the floor for service on the Officer Nominating Committee; two (2) of these candidates will be elected to serve on the Officer Nominating Committee by a vote of the Club. The remaining members of the Officer Nominating Committee shall be the current President, who will serve as chair, two (2) Past Presidents, and two (2) Members who have served as Committee Chairs or Co-Chairs; the Executive Committee shall select these latter four members of the Officer Nominating Committee.

At this Club meeting, the Secretary will record the names of the Members nominated for service on the two Nominating Committees.

(b) Within four (4) business days after this Club meeting, the Secretary shall cause to be mailed to each voting Member of the Club a printed ballot showing the names and photos of all Members so nominated to a Nominating Committee and the committee for which they have been

nominated. Each ballot will be accompanied by a self-addressed envelope for use in returning the ballot to the Rotary office. On such ballots, the Members shall indicate their choice of three (3) members for the Board Nominating Committee and two (2) members for the Officer Nominating Committee, and return their ballot to the Rotary office within ten (10) business days from the time the ballots were postmarked as having been mailed to the Members.

(c) At the end of ten (10) business days from the time the ballots were postmarked, the ballots that have been completed and returned will be counted and the results will be reported to the Secretary. The three (3) nominees receiving the greatest number of votes for the Board Nominating Committee shall be deemed elected to that committee. The two (2) nominees receiving the greatest number of votes for the Officer Nominating Committee shall be deemed elected to that committee.

(d) The chair of each of these nominating committees will promptly call together their committee and that committee shall proceed to select at least one nominee for each of the designated offices and at least four nominees for directors. The Club membership shall be advised by the chair of each of said nominating committees, not later than the second meeting in November, their selections as nominees.

(e) It shall be the duty of each of these committees to consult with the members they have selected as nominees and secure their permission to nominate them prior to the making of their report. The two committees shall work entirely independently of each other and shall not consult with each other. All nominees selected by the committees shall commit to attending appropriate district and RI trainings if elected.

(f) Voting members, of not fewer than fifteen (15) in number, may nominate a member or members for any elective office of the Club; such nomination shall be in writing and signed by the members making the nomination and shall be filed with the Secretary not later than the adjournment of the second meeting in November. The Secretary shall attach a certificate thereto that such nominations have been made by not fewer than fifteen (15) voting members.

(g) Any member nominated for any office or for director can only withdraw their name by advising the Secretary in writing not later than the adjournment of the second meeting in November.

(h) At the second meeting in November the Secretary will report all final nominations.

(i) The election committee, which shall consist of at least three (3) past presidents of this Club, except any serving on nominating committees, shall, within five (5) business days after the second meeting in November, mail to each voting member of the Club the complete list of the nominations in the form of a ballot accompanied by an envelope addressed to the election committee for the use in returning the ballot. These ballots are to be marked, showing the choice of the member for officers and directors as well as a short Rotary biography and picture of each candidate and returned within ten (10) business days to the Rotary office.

(j) As soon as the specified time has elapsed, the ballots returned shall be counted by the election committee and the results immediately reported to the Secretary in writing. The Secretary shall report the results to the Club membership at the next regular meeting and in the Club bulletin. The nominee for each office receiving the highest number of votes shall be declared elected; and the four (4) nominees for director receiving the highest number of votes shall be considered elected, and so declared. Ties shall be decided in favor of the nominee with the greatest length of time as a member.

(k) The President-Elect shall be the official Club delegate to the International Convention. Additional delegates may be nominated on the floor of the Club at the second meeting in April, under the direction of the Board of Directors.

Section 2. The newly elected officers and directors shall take office the first day of July, following their election.

Section 3. The Board of Directors, in its sole discretion, may appoint a member to fill a vacancy of a Club office or an open position on the Board of Directors.

ARTICLE IV Method of Voting

Section 1. Only Active members shall be eligible to vote. Except as otherwise provided in these Bylaws, in all meetings in which a quorum exists and in which a vote is taken to approve an action of the body that is meeting, action on the matter presented for vote shall be approved if the number of votes favoring the action exceed the number of votes opposing the action.

ARTICLE V Proxies

Section 1. Proxies shall not be recognized in any vote conducted by the Club.

ARTICLE VI Committees

Section 1. Establishment. Each President shall, subject to the approval of the Board of Directors, identify all committees prior to the start of his or her year in office as President and shall provide a list of all such committees to be filed with the current Bylaws.

Section 2. Duties. The Board of Directors shall define and publish the duties of each of the committees.

Section 3. Special Committees. Subject to approval by the Board of Directors, the President may establish special committees as required and appoint members to serve on such committees.

Section 4. Authority. Where any action of a committee requires the approval of the Board of Directors or the Club membership, the committee seeking to take such action shall obtain the necessary approval from the proper body prior to taking such action.

Section 5. Board Liaison. The President shall appoint a member of the Board of Directors to each committee to act as liaison between the committee and the Board of Directors.

Section 6. President as Committee Member. The President shall be an ex-officio member of all committees.

ARTICLE VII Meetings

Section 1. Annual Meetings. The Annual (“Turnover Day”) Meeting of this Club shall be held on the third or fourth Thursday of June in each year or as soon thereafter as possible.

Section 2. Regular Meetings. Regular meetings of this Club shall be held weekly at such time and place as the Board of Directors may designate. Special meetings may be held at any time upon the call of the Board of Directors, or upon written request provided to the Secretary by

no less than ten percent (10%) of the members. Notice of all meetings, regular and special, shall be transmitted to all members at least two business days before the time of said meeting.

Section 3. Special meetings. Special meetings of the Rotary Club of Tacoma shall be held on such dates and at such times as may be selected by the Board of Directors.

Section 4. Quorum of Members. One-third or more of all Active members in good standing shall constitute a quorum at any meeting of this Club.

Section 5. Meetings of the Board of Directors. The Board of Directors shall meet at least once each quarter and no fewer than nine (9) times per year. Special meetings of the Board of Directors may be called by the President whenever deemed necessary, or upon the request of two members of the Board of Directors, due notice having been given.

Section 6. Quorum of Directors. A majority of the Board members shall constitute a quorum of the Board of Directors.

ARTICLE VIII

Finances

Section 1. The Internal Controls and Oversight Committee (“ICOC”) shall be established as a permanent committee of the Board of Directors to oversee the administration of the Club’s finances and related matters. Subject to the approval of the Board of Directors, the ICOC shall establish policies and procedures specifying the manner in which all funds received by the Club and all financial obligations of the Club shall be managed.

Section 2. At the end of each Treasurer’s term and, in any case, no less than every two years, the Club will engage the services of a certified public accountant or other qualified person(s) to conduct an examination of the Club’s finances.

Section 3. The Club shall maintain a policy of Directors’ and Officers’ (“D&O”) insurance with coverage limits to be determined by the Board of Directors.

Section 4. The fiscal year of this Club shall extend from July 1st to the following June 30th.

Section 5. At a joint meeting of the current and incoming Board of Directors in May, the recommended budget for the next fiscal year will be reviewed and approved by the Board of Directors.

Section 6. The budget shall be structured into two separate parts: one with respect to Club operations, and the other with respect to fundraising.

Section 7. No plan that involves financial commitment or support by the Club shall be considered unless first presented to the Board of Directors. The Board of Directors shall submit any matter involving extraordinary financial commitment to a vote of the Club membership, which must approve such matter by an affirmative vote of at least 75 percent (75%) of the Active members present at such meeting.

ARTICLE IX

Fees and Dues

Section 1. Prior to admission to the Club, each new member shall pay an initiation fee in an amount to be established from time to time by the Board of Directors.

Section 2. Membership dues shall be due and payable annually on or before the first day of July or semi-annually, one-half on or before first day of July and one-half on or before the first day of January of the following year. The Board of Directors shall notify the members of the

amount of the local annual dues no less than thirty days prior to the due date. Rotary International and District dues will be included in the membership fee.

Section 3. The Board of Directors shall adopt policies and procedures providing for initiation fees, dues, assessments, late fees and other charges. Proposed assessments must be brought up for discussion at a Board of Directors meeting and approved by a two-thirds (2/3) vote of all members of the Board of Directors. Approved assessments, late fees and other charges are subject to the same regulations as dues unless modified by the Board of Directors.

Section 4. Any person whose age plus number of years in Rotary equals eighty-five (85) years or more, is eligible to apply to the Board of Directors for Senior Active status. Any person approved for Senior Active status will pay reduced rates as determined by the Board of Directors. Such person shall, in all respects, continue to be a member of the Club and be entitled to all the rights and privileges pertaining thereto.

Section 5. A member of a Rotary club outside of Pierce County who transfers his or her membership to the Club shall not be required to pay an initiation fee, but must pay applicable prorated dues and any other fee or assessment established by the Board of Directors.

ARTICLE X Membership

Section 1. General Qualifications of Members. This Club shall be composed of adult persons of good character and good business and professional reputation who:

(a) are engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or

(b) hold an important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or

(c) are retired from any position listed in subsection (a) or (b) of this Section 1; having their places of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the Club or the surrounding area may retain membership in the Club provided that the member receives approval from the Board of Directors and continues to meet all of the conditions of membership in the Club.

Section 2. Kinds of Membership. This club shall have four kinds of membership, namely: Active, Corporate, Family and Honorary.

Section 3. Active members. A person possessing the general qualifications set forth in Article X, Section 1, above may be elected to Active membership in this Club.

Section 4. Transferring or Former Rotarian. An Active member of the Club or another Rotary club may propose for Active membership a member (or former member) of another Rotary club under the following circumstances:

(a) *Change in classification.* If the candidate is terminating or has terminated membership in the other club due to no longer being engaged in the assigned classification of business or profession within the locality of the other club or the surrounding area, in which case the Club will waive initiation fees for membership in the Club. The candidate must otherwise meet all qualifications required of a new member. Where a candidate is proposed for membership in the Club under the provisions of this subsection (a), the classification of such candidate shall not preclude election to Active membership even if the election results in Club membership temporarily exceeding the classification limits.

(b) *At the election of the candidate.* If the candidate is voluntarily seeking membership in the Club under circumstances other than those described in the preceding paragraph, the Club will not waive initiation fees for membership in the Club, and the candidate must otherwise meet all qualifications required of a new member.

Section 5. Dual Membership. No person shall simultaneously hold Active membership in this and another club. No person shall simultaneously be an Active member and an Honorary member in this Club. No person shall simultaneously hold Active membership in this Club and membership in a Rotaract club.

Section 6. Corporate Membership. Community-conscious corporations and organizations of good standing and reputation in the community, engaged in a worthy and recognized activity within the locality of the club, shall be eligible for corporate membership. The corporate membership shall be represented by two members:

- (a) Corporate Executive. The chief executive officer or president, or the managing partner or member of the business organization, shall be the Corporate Executive member, who shall be a person of good character and good business reputation. The Corporate Executive shall have voting privileges in this club, shall be excused from all attendance and annual dues requirements but shall not be eligible to hold any office in this club.
- (b) Corporate Active. The Corporate Executive may nominate up to two adult persons employed in the business of the corporate member, who shall be Corporate Active Members. Each Corporate Active member shall meet all of the requirements of membership set forth herein for an Active Member of this club.

Section 7. Honorary Members.

(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 causes may be proposed by an Active member for Honorary membership in this Club, subject to approval by the Board of Directors. The term of such membership shall be as determined by the Board of Directors. Individuals may hold an Honorary membership in more than one Rotary club. Honorary members shall be exempt from the payment of initiation fees, but shall pay such dues and other assessments as shall be established from time to time by the Board of Directors.

(b) *Rights and Privileges.* Honorary members shall have no vote and shall not be eligible to hold any office in this Club. Honorary members shall not be assigned any classification, but shall be entitled to attend all meetings and enjoy all the other privilege of this Club. No Honorary member of this Club is entitled to any rights and privileges in any other club by virtue of his or her Honorary membership in this 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 specific time shall not be eligible to Active membership in this Club under the classification of such office. This restriction shall not apply to persons of 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 specific period may continue as such members in their existing classifications during the period in which they hold such office.

Section 9. Method of Electing Members

(a) The name of a prospective member may be proposed by sponsor who is an Active member of the Club, which proposal shall be submitted to the Club Administrator in writing.

(b) The Club administrator will submit the proposal to the Classification Committee to classify, investigate and make a recommendation to the Board of Directors concerning the eligibility of the proposed member.

(c) The Board of Directors shall consider and approve or disapprove the recommendation of the Classification Committee and shall notify the proposed member and his or her sponsor of that decision through the Club administrator. If the Board of Directors approves the recommendation of the Classification Committee, notice of the pending admission of the prospective member shall be published in the Club newsletter.

(d) Unless a written objection is received by the Board of Directors from any member of the Club within ten (10) business days following the publication in the Club newsletter of the name of the proposed member, the Club President will invite the prospective member to join the Club, send the prospective member information about the Rotary Club of Tacoma and Rotary in general, and ask that the prospective member complete and return a membership information form. The proposed member shall participate in all required activities, including attending Rotary information committee meeting(s) for further education, before being introduced to the Club. Upon payment of the initiation fee, as prescribed in Article IX of these Bylaws, the proposed member shall be considered to be elected to Active membership and formally introduced as a new member at an upcoming regular meeting of the Club.

(e) If any written objection has been received by the Board of Directors, the Board shall consider membership of the proposed member at any regular or special meeting of the Board. Written objections must include specific reasons supporting the objection. Approval for membership under these circumstances shall be determined by written ballot; the proposed member may be approved for membership upon an affirmative vote in favor of such membership by at least two-thirds (2/3) of the Board of Directors present at the meeting of the Board of Directors at which such vote is taken. If the proposed member receives sufficient affirmative votes and otherwise complies with the requirements for prospective members set forth in subsection (d) of this Section 9, upon payment of the prescribed initiation fee, the proposed member shall be considered elected to Active membership and formally introduced as a new member at an upcoming regular meeting of the Club.

(f) Following the proposed member's election to membership as herein provided, the Club Administrator shall issue a membership card to the member and shall report the member's name to the General Secretary of Rotary International.

Section 10. Acceptance of Object of Rotary - Compliance with Constitution and Bylaws. By accepting election to membership and paying any initiation fee and dues, a member accepts the principles of Rotary as expressed in its Object, 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 XI

Duration of Membership

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

Section 2. Automatic Termination.

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

- (i) the Board of Directors 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;

(ii) the Board of Directors 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 been terminated in conformance with subsection (a) of this Section 2, such person, provided such person's membership was in good standing at the time of termination, may make a new application for membership, under the same or another classification. A second initiation fee shall not be required.

(c) *Termination of Honorary Membership.* Honorary membership shall be terminated automatically at the end of the term for such membership as determined by the Board of Directors. However, the Board of Directors, in its discretion, may extend an Honorary membership for an additional period. The Board of Directors may revoke an Honorary membership at any time.

Section 3. Termination: Non-payment of Dues.

(a) *Suspension for Non-Payment of Dues.* Any member who fails to pay his or her dues within sixty (60) days after the date they are due will be suspended from membership and all membership privileges for thirty (30) days. Such member shall be notified immediately of the suspension in writing by the Club Administrator.

(b) *Reinstatement or Termination of Membership.* A member whose membership has been suspended for non-payment of dues may be reinstated to full membership if such member pays all delinquent dues, plus a reinstatement fee of the greater of ten percent (10%) of the delinquent dues or \$10, on or before the end of the 30-day suspension period imposed pursuant to subsection (a) of this Section 3. If such member fails to pay the delinquent dues and the reinstatement fee prior to the end of the 30-day suspension period, his or her membership in the Club will terminate.

(c) *Application for New Membership Following Termination of Membership.* A member whose membership has terminated by operation of subsection (b) of this Section 3 may petition the Board of Directors to rejoin the Club by following the procedures for the election of new members set forth in Article X, Section 8, above. Notwithstanding the foregoing, however, no former member may be reinstated to Active membership if that member's classification is limited by the operation of Article XII, Section 2, below.

Section 4. Termination: Non-attendance.

(a) *Attendance Percentages.* A member must:

(i) attend or make up at least 60 percent of Club regular meetings in each half of the year; and

(ii) attend at least 30 percent of this Club's regular meetings in each half of the year.

If a member fails to attend as required without good cause, the Board of Directors may terminate the membership of the member upon an affirmative vote in favor of such termination by at least two-thirds (2/3) of the Board of Directors present at the meeting of the Board of Directors at which such vote is taken.

(b) *Consecutive Absences.* Unless otherwise excused by the Board of Directors for good and sufficient reason or pursuant to Article XIII, Sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the Board of Directors that the member's non-attendance may be considered a request to terminate his or her membership in this Club. Thereafter, the Board of Directors, by a majority vote, may terminate the member's membership.

Section 5. Termination: Other Causes.

(a) *Good Cause.* The Board of Directors 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 (2/3) of the Board members, at a meeting called for that purpose.

(b) *Notice.* Prior to taking any action under subsection (a) of this Section 5, the member shall be given at least ten (10) business days' written notice of such pending action and an opportunity to submit a written response to the Board of Directors. The member shall have the right to appear before the Board of Directors 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 of Directors has terminated the membership of a member as provided for in this Section 5, 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 any arbitrator has been announced.

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

(a) *Notice.* Within five (5) business days after the date of the Board of Directors' decision to terminate membership, the Secretary shall give written notice of the decision to the member. Within ten (10) business 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 XIV.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the Board of Directors shall set a date for the hearing of the appeal at a regular Club meeting to be held within fifteen (15) business days after receipt of the notice of appeal. At least five (5) business days' written notice of the meeting and its special business shall be given to every member. Only Club 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 XIV.

(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 6.

Section 7. Board Action Final. The action taken by the Board of Directors shall be final if no appeal to this Club is taken and no arbitration is requested within the timeframe set forth in subsection (a) of Section 6 of this Article XI.

Section 8. Resignation. The resignation of any member from this Club shall be in writing and addressed to the President or Secretary. The resignation shall be accepted by the Board of Directors, and if the member has any indebtedness to this Club, such indebtedness will remain due and payable.

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 that has been tendered to or which otherwise belongs to this Club.

ARTICLE XII Classifications

Section 1. General Provisions.

(a) *Principal Activity.* Each member shall be classified in accordance with the member's business or profession. 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. No member shall be elected to the Club under a classification which does not represent at least 60 percent (60%) of the member's business.

(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. The Club shall have a well-balanced membership in which no one business or profession predominates. The Club shall not elect a person to Active membership from a classification if it will 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. If a member changes classification, the Club may continue that member's membership under the new classification notwithstanding these limitations.

ARTICLE XIII Attendance

Section 1. General Provisions. Each member should attend the Club's regular meetings. 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 of Directors that such action was reasonable, or makes up for an absence in any of the following ways:

(a) *Fourteen (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 60 percent of the regular 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 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 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 of Directors; or
- (vi) attends a meeting of the Board of Directors or, if authorized by the Board, a meeting of a service committee to which the member is assigned; or
- (vii) participates through the Club's web site in an interactive activity requiring an average of 30 minutes of participation.

If a member is outside of the United States for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend 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:

- (i) traveling with reasonable directness to or from one of the meetings specified in subsection (a)(iii) of this Section 1; 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 or RI- 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 of Directors that 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 this 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 conditions and circumstances approved by the Board of Directors, which may excuse a member's absence for reasons which it considers to be good and sufficient.

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the Club administrator in writing of the member's desire to be excused from attendance and the Board has approved such absence.

Section 4. RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5. Leave of Absence. Upon written application to the Board of Directors, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending Club meetings for a specified length of time. Such leave of absence does not alter in any way the member's attendance record or that of the Club. Members on leave of absence shall pay dues and assessments during the term of the leave.

Section 6. Attendance Records. Any member whose absences are excused under the provisions of Sections 3, 4 or 5 of this Article XIII shall not be included in the membership figure used to compute this Club's attendance, nor shall such absences or attendances be used for that purpose.

ARTICLE XIV

Arbitration and Mediation

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

Section 2. Date for Mediation or Arbitration. In the event of mediation or arbitration, the Board of Directors 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 Rotary International 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 given to each party, to the mediator(s), and to the Board of Directors 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 XIV.

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 XV

Resolutions and Subscriptions

Section 1. No resolution or motion to commit this Club to any action or proceeding may be made at a meeting of Club members until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board of Directors which, after having given consideration to the matter, shall submit its recommendations to the Club. Having received the recommendation of the Board of Directors, the Club may then proceed to take such action as may seem proper to the majority in attendance.

Section 2. Any appeal to the Club, or to its members as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this Article XV.

ARTICLE XVI
Order of Business

Section 1. There shall be no fixed order of business.

Section 2. Any motion or resolution calling for an expression in the name of the Club upon any measure, plan or project, shall not be voted upon at the same meeting at which the motion is presented, unless it be first approved by the Board of Directors for immediate passage. This restriction shall not apply to matters relating to the conduct of the internal affairs or routine business of the Club. The President shall determine what matters come within this restriction.

ARTICLE XVII
Amendments

Section 1. These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all Active members present, provided that notice of such proposed amendment shall be sent to each Active member at least ten business (10) days before such meeting. No amendment or addition to these Bylaws can be made that is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.

ARTICLE XVIII
Construction

Section 1. Unless some other meaning is apparent from the context, the plurals shall include the singular and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.

ARTICLE XIX
Rules of Order

Section 1. In the absence of any provision of these Bylaws to the contrary, all meetings of the Club, Board of Directors and committees shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's "RULES OF ORDER NEWLY REVISED."