

ARTICLES OF ASSOCIATION

KUYAHOORA VALLEY NEWPORT ROTARY CLUB

ARTICLE ONE - NAME, LOCALITY AND OBJECTS

Section 1. Name.

We, being a group of two or more persons, constitute ourselves a voluntary nonprofit civic association under the name KUYAHOORA VALLEY NEWPORT ROTARY CLUB (The Club), for the purpose of promoting social welfare by implementing the Object of Rotary International for the common good of the Kuyahoorra Valley and community of Newport, New York.

Section 2. Offices.

The principal offices of KUYAHOORA VALLEY NEWPORT ROTARY CLUB shall be located in the Village of Newport, County of Herkimer, State of New York.

Section 3. 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:

- (1) The development of acquaintance as an opportunity for service.
- (2) 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.
- (3) The application of the ideal of service in each Rotarian's personal, business, and community life.
- (4) The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service

Section 4. Purpose.

(a) The Club is organized exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code (USC Title 26), or the corresponding section of any future United States Internal Revenue law.

(b) The property of The Club is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of The Club shall ever inure to the benefit of any director, officer, or

member thereof or to the benefit of any private person, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

. Upon the dissolution or winding-up of The Club, all assets remaining after payment, or provision of payment, of all debts and liabilities of The Club shall be distributed to a nonprofit fund, foundation or organization which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 5. Disclaimer of Political Activity.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of political statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Disclaimer of Prohibited Activities.

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE TWO - 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.

Section 2. Annual Meeting.

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

ARTICLE THREE - 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.

The 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 The 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 The 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. The Club shall provide a statement whether money is owed to The 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 The Club.

Section 5. 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 Rotary club.

Section 6. Honorary Membership.

(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in The 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 The Club. No honorary member of The 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.

ARTICLE FOUR – DIRECTORS, OFFICERS AND ELECTIONS

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 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.

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.

ARTICLE FIVE - ADMISSION FEES AND DUES

Section 1. 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 The Club or any former member of this club who rejoins this club, shall not be required to pay a second admission fee.

ARTICLE SIX - 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.

The Club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate

Section 3. Non-Political.

(a) Resolutions and Opinions. The 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 SEVEN – ACCEPTANCE

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 The Club, and on these conditions alone is entitled to the privileges of The Club. Each member shall be subject to the terms of the articles of association and bylaws regardless of whether such member has received copies of them.

ARTICLE EIGHT – 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 The 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 NINE – BYLAWS

The 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 these articles of association, embodying additional provisions for the government of The Club. Such bylaws may be amended from time to time as therein provided.

ARTICLE TEN – AMENDMENTS

Section 1. Manner of Amending.

Except as provided in section 2 of this article, these articles of association 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 1.

Provisions of Article 1 of these articles of association pertaining to the Name and Locality of The Club 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

Grace Klutschkowski, President

Thomas Trevvett, Secretary

Articles of Association Adopted: 11/6/2013