

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **STEVE R. HOBBS**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**ARTICLES OF INCORPORATION**

to

**ROTARY CLUB OF PACIFIC NORTHWEST PASSPORT**

A WA NONPROFIT CORPORATION, effective on the date indicated below.

Effective Date: 07/15/2022

UBI Number: 604 946 328



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Steve R. Hobbs, Secretary of State

Date Issued: 07/15/2022

# **BYLAWS OF ROTARY CLUB OF PACIFIC NORTHWEST PASSPORT**

## **ARTICLE 1 - DEFINITIONS**

1. Board: The club's Board of Directors
2. Bylaws: The Bylaws of this club.
3. Director: A member of the club's Board of Directors
4. Member: A Member of the club, other than an Honorary Member
5. Quorum: The minimum number of participants who must be present when a vote is taken:  
one-third of the club's Members for club decisions and a majority of the  
Directors for Board decisions
6. RI: Rotary International
7. Year: The 12-month period that begins on 1 July

## **PART 1: GENERAL**

### **ARTICLE 2 NAME**

The name of this organization shall be Rotary Club of the Pacific Northwest Passport (D5050) (member of Rotary International).

The informal or short name of this organization is Pacific Northwest Passport Rotary or PNW Passport Rotary.

### **ARTICLE 3 PURPOSES**

The purposes of this club are set out in the Constitution, namely: to bring together people who are, or want to be, community, business and professional leaders in order to provide humanitarian service, to advance goodwill and peace locally and around the world, and to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

### **ARTICLE 4 LOCALITY OF THE CLUB**

The locality of this club shall be British Columbia, Canada and Washington State, USA.

#### **ARTICLE 5 OBJECT**

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

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life.
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

#### **ARTICLE 6 FIVE AVENUES OF SERVICE**

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

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 and lending their vocational skills to club-developed projects in order to address the issues and needs of society.

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.

#### **ARTICLE 7 EXCEPTIONS TO MEETINGS AND ATTENDANCE**

The Bylaws may include rules or requirements not in accordance with article 8, section 1 and article 12, of this Constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this Constitution.

#### **ARTICLE 8 MEETINGS**

**Section 1 — Regular Meetings.** *[See article 7 for exceptions to the provisions of this section.]*

- (a) **Meetings.** This club shall hold meetings as determined by the Board. It is anticipated that there will be at least one in-person meeting per month. The Board may schedule meetings for different dates, times and locations. The club shall email meeting information to Members and post meeting information on the club's website.
- (b) **Alternate Meeting Options.** Meetings may consist of service projects, socials or participation in other Rotary or non-Rotary (ie other community group) events, meetings and activities. Attendance may be in person, through an online meeting, or using an online connection for Members whose attendance otherwise would be precluded.

**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.

**Section 3 — Board Meetings.** Written minutes should be provided for all Board meetings. Such minutes should be available to all Members within 60 days of said meeting.

## **ARTICLE 9 EXCEPTIONS TO PROVISIONS ON MEMBERSHIP**

The Bylaws may include rules or requirements not in accordance with Article 10, sections 2 and 4 - 8 of this Constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this Constitution.

## **ARTICLE 10 MEMBERSHIP** [See article 9 for exceptions to sections 2 and 4 - 8 of this article.]

**Section 1 — General Qualifications.** This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

**Section 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 — Dual Membership.** A person may simultaneously hold active membership in this and another club. No person shall simultaneously be a Member and an honorary Member in this club.

**Section 5 — 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 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 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.

## **ARTICLE 11 CLASSIFICATIONS**

**Section 1 — General Provisions — Diversity.** This club shall seek diversity in its membership to reflect the community which it serves.

## **ARTICLE 12 ATTENDANCE**

**Section 1 — General Provisions.** Members will be given opportunities and encouraged to attend club meetings, events and activities. Members are expected to be engaged in service with Rotary and with community and other service organizations and activities.

## **ARTICLE 13 DIRECTORS AND OFFICERS AND COMMITTEES**

**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 15, section 5, 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 include the President, Immediate Past President, President-Elect, Secretary, and Treasurer, all of whom shall be members of the Board.

**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. 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's Presidents-Elect training seminar and the District Training Assembly unless excused by the District Governor-Elect. If so excused, the President-Elect may 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 or, if so excused, does not send a designated club representative to such meetings and has not been excused by the District Governor-Elect, the President-Elect shall not be able to serve as club President. In such event, the current President shall continue to serve until a successor who has attended a Presidents-Elect training seminar and District Training Assembly or training deemed sufficient by the District Governor-Elect has been duly elected.

**Section 6 — Committees.** This club shall have a minimum of two committees. The Engagement Committee shall be responsible for membership, meetings and internal club matters. The Service Committee shall be responsible for external club activities and matters (both local community and international) and The Rotary Foundation. Additional committees may be appointed as needed. The Chairs of the Engagement Committee and the Service Committee shall be members of the Board.

#### **ARTICLE 14 DUES**

Every Member shall pay annual dues as set by the Board.

#### **ARTICLE 15 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 a new application for membership.
- (c) *Termination of Honorary Membership.* 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 from the date of notification, the Board may terminate the membership of the Member.
- (b) *Reinstatement.* The Board may reinstate the former Member to membership upon the former Member's petition and payment of all indebtedness to this club.

**Section 4 — Termination**

- (a) *Good Cause.* The Board may terminate the membership of any Member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the Board present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 10, 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, by email, or by registered letter to the Member's last known address.

**Section 5 — *Right to Appeal, Mediate or Arbitrate Termination.***

- (a) *Notice.* Within seven (7) days after the date of the Board's decision to terminate or suspend membership, the secretary shall give written notice of the decision to the Member. Within fourteen (14) days after the date of the notice, the Member may give written notice to the Secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 19.
- (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 19.
- (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 6 — *Board Action Final.*** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 7 — *Resignation.*** The resignation of any Member from this club shall be in writing, addressed to the president or secretary.

**Section 8 — *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 9 — *Temporary Suspension.*** Notwithstanding any provision of this Constitution, if in the opinion of the Board

- (a) credible accusations have been made that a Member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the Member; and
- (c) it is desirable that no action should be taken in respect of the membership of the Member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and
- (d) that in the best interests of the club and without any vote being taken as to his or her membership, the Member's membership should be temporarily suspended and the Member should be excluded from attendance at meetings and other activities of this club and from any office or position the Member holds within the club;

the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the Member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the Board determines. A suspended Member may appeal or refer to mediation or arbitration the suspension as provided in article 15, section 5. During the suspension, the Member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the Board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

## **ARTICLE 16 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.

**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 17 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 or the Rotary magazine approved and prescribed by the Board for their club or clubs. The subscription shall be paid on such dates as established by the Board for the payment of per capita dues for the duration of membership in this club.

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

#### **ARTICLE 18 ACCEPTANCE AND COMPLIANCE**

By payment of 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 19 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 District 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 20 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 21 – WINDING UP OR DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of this Club shall, after payment of necessary expenses thereof, be distributed to the Rotary Foundation, Evanston, Illinois.

## **PART 2: CLUB OPERATIONS**

### **ARTICLE 22 - BOARD**

The governing body of this club is its Board of Directors, consisting of, at a minimum, the President, Immediate Past President, President-Elect, Secretary, Treasurer, Engagement Committee Chair and Services Chair, who shall also serve as Officers of the club.

### **ARTICLE 23 - ELECTIONS AND TERMS OF OFFICE**

Section 1 - One month before elections, Members may nominate candidates for President-Elect, Secretary, Treasurer, Engagement Committee Chair, Services Chair, and any open Director positions. The nominations may be presented by a nominating committee, by Members from the floor, or both.

Section 2 - The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 - The current President-Elect shall become the President. In the event that the current President-Elect is unable or unwilling to assume the office of President, then the Members may elect a qualified Member to serve as President.

Section 4 - If any Officer or Board Member vacates his or her position, the remaining Board Members may appoint a replacement.

Section 5 - If any Officer-elect or Director-elect vacates a position, the remaining members of the Board-elect may appoint a replacement.

Section 6 - The terms of office for each position are one year, except in the case of the President-Elect who shall serve the following year as President.

#### **ARTICLE 24 - DUTIES OF THE OFFICERS**

Section 1 - The President presides at club and Board meetings.

Section 2 - The Immediate Past-President serves as a director on the club board.

Section 3 - The President-Elect prepares for his or her year in office and serves as a Director.

Section 4 - The President-Elect or Past-President shall preside at club and Board meetings when the President is absent. If neither are present then any Board Member may preside.

Section 5 - A Director attends club and Board meetings.

Section 6 - The Secretary keeps membership records

Section 7 - The Treasurer oversees all funds and provides an annual accounting of them.

#### **ARTICLE 25 - MEETINGS**

Section 1 - An annual meeting of this club is held no later than 31 December to elect the Officers and Directors who will serve for the next Rotary year.

Section 2 - This club will hold in-person meetings as determined by the Board. It is anticipated that at least one in-person meeting will be held each month. Reasonable notice of meetings and any change or cancellation of meetings will be given to all Members.

Section 3 - Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors.

#### **ARTICLE 26 - DUES**

Annual club dues are set annually by the Board. The dues are payable no later than July 1 of each year. Annual club dues include RI per capita dues, a subscription to The Rotarian or a

Rotary regional magazine, District per capita dues, club fees, and any other Rotary or District per capita assessment.

#### **ARTICLE 27 - METHOD OF VOTING**

The business of this club is conducted by vote, which may be conducted at an in-person meeting or by electronic ballot, including email or survey software.

#### **ARTICLE 28 - COMMITTEES**

Section 1 - Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 6, of the Club Constitution.

Section 2 - The President is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 - Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

#### **ARTICLE 29 - FINANCES**

Section 1 - Before each fiscal year starts, the Board prepares an annual budget of estimated income and expenditures.

Section 2 - The Treasurer deposits club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for club operations and one for service projects.

Section 3 - Bills are paid by the Treasurer or another authorized officer and approved by two Officers or Directors.

Section 4 - A qualified person (such as a CPA) conducts a thorough annual review of all financial transactions.

Section 5 - Club members will receive an annual financial statement of the club for the immediate previous fiscal year.

Section 6 - The fiscal year is from 1 July to 30 June.

#### **ARTICLE 30 - METHOD OF ELECTING MEMBERS**

Section 1 - A Member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 - The Board shall arrange for one or more Members to meet with the candidate and provide a report of that meeting to the Board. The Board will circulate the name of the applicant to the club Members and invite the Members to send any comments about the applicant to the Board.

Section 2 - The Board shall approve or reject the candidate's membership, and notify the candidate and the proposing Member of its decision.

Section 3 - If the Board approves the candidate's membership, the prospective member is invited to join the club.

#### **ARTICLE 31 - AMENDMENTS**

These Bylaws may be amended at any regular club meeting. Changing the club Bylaws requires sending written notice to each Member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.