

Constitution of the Rotaract Club of

Article 1 – Definitions

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| 1. Board: | The Board of Directors of this club |
| 2. Bylaws: | The bylaws of this club. |
| 3. Director: | A director on this club's Board. |
| 4. Member: | A member, other than an honorary member, of this club. |
| 5. RI: | Rotary International |
| 6. Satellite Club (when applicable): | A subset of this club with the purpose of flexible meeting times, alternate locations, or to establish a new club in the future. |
| 7. University: | An institution of higher education |
| 8. Year: | The twelve-month period beginning 1 July. |

Throughout this constitution the words “shall,” “is,” and “are” are mandatory, and the words “may” and “should” are permissive.

Article 2 – Name

The name of this organization shall be the Rotaract Club of

The name of any satellite of this club shall be Rotaract Satellite club of

(A satellite of Rotaract Club of _____).

Article 3 – Purpose

The purposes of this club are for young adults to:

- (a) take action through community and international service,
- (b) learn leadership skills,
- (c) participate in professional development, and
- (d) embrace cultural diversity and gain global perspective.

Article 4 – Basic Principles

Section 1 – Club Base. This Rotaract club may be university-based or community-based. If the Rotaract club is university-based, it shall be subject to the same regulations and policies established by the university authorities for all student organizations and extracurricular activities of the university.

Section 2 – No Affiliations. This club is not a part of, and neither this club nor its members have any rights or privileges with respect to, any sponsor club or clubs.

Section 3 – Non-Political. This club is a non-political, non-sectarian organization.

- (a) This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.
- (b) 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.
- (c) 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 – Activities and Projects. This club shall design its service activities and projects to improve the quality of life of those who live within this club's local community and those who live in the international community.

Article 5 – Membership

Section 1 – General Qualifications.

- (a) *Eligibility.* Eligible members should be students or young adults of good character and leadership potential aged 18 and over.
- (b) *Upper Age Limit.* This club may establish an upper age limit, provided that concurrence of its members has been obtained and it is recorded in the club bylaws.
- (c) *Personal Nature of Club Membership.* Membership in this club is the personal membership of the individual and not of the partnership, corporation, or university.

Section 2 – Types. This club shall have two types of membership, active and honorary.

Section 3 – Admitting Members. The method of admitting new members to this club shall be determined by this club and recorded in its bylaws. The method of admitting new members of university-based Rotaract clubs shall have the approval of the appropriate university authorities.

Section 4 – Dual Memberships. No active member shall simultaneously belong to more than one Rotaract club or be an honorary member in this club. Active members may be elected as honorary members to more than one Rotaract club. No Rotaract club shall elect a number of honorary members to exceed the number of active members in the club. An active member in this club may also be a Rotarian.

Section 5 – Satellite Club Members. Members of a satellite club of this club shall also be members of the club until the satellite club is admitted to RI membership as a Rotaract club.

Section 6 – Honorary Membership. This club may elect honorary members for terms set by the board. Honorary members shall:

- (a) be active Rotaract members in another club or community members who have distinguished themselves by meritorious service to Rotaract, who shall:

- (b) be exempt from paying dues;
- (c) not vote;
- (d) not hold any club office;
- (e) be entitled to attend all meetings and enjoy all other privileges in the club.

Section 7 – Diverse Club Membership. This club’s membership should represent a diverse cross section of the community or university it serves.

Article 6 — Meetings

Section 1 – Regular Meetings.

- (a) *Day and Time.* The club shall meet as provided in the bylaws, at a time and place suited to the convenience of the members.
- (b) *Method of Meeting.* Meetings may be held in person, online, or a combination of the two.
- (c) *Cancellation.* Meetings of the club may be cancelled during holiday or vacation periods, or for cause at the discretion of the board of directors.
- (d) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be cancelled for the same reasons in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

Section 2 – Board Meetings. The board of directors shall meet as provided in the bylaws. The day, time, and place of the meeting may be cancelled for the same reasons in section 1(c) of this article.

Article 7 — Committees

The president, with the approval of the board, may appoint standing or special committees as necessary or convenient for the administration of the club, citing their duties at the time of appointment. All special committees shall lapse upon the completion of their duties or upon discharge by the president.

Article 8 — Officers and Directors

Section 1 – Officers. The officers of this club shall be a president, vice president, secretary, treasurer, and such additional officer(s) as provided in the bylaws.

Section 2 – Governing Body and Authority. The governing body of this club shall be a board of directors composed of the president, immediate past president (if available), vice president, secretary, treasurer, and additional directors whose number shall be determined by this club, all to be elected from among the members in good standing. All decisions, policies, and actions of the board and of the club shall be subject to the

provisions of this constitution and policy established by Rotary International.

If university-based, the board shall be subject to the same regulations and policies established by the appropriate authorities for all student organizations and extracurricular activities of the university.

The board of directors shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeals from the rulings of all officers and actions of all committees. It shall make an annual report to the club to apprise all members of the club's operations.

Section 3 – Board Action Final. In all club matters, the decision of the board is final, subject only to an appeal to the club. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. However, when the board decides to terminate membership the member, according to article 13, section 6 may appeal to the club, request mediation, or request arbitration. The club's action on an appeal is final.

Section 4 - Election of Officers and Directors. Elections of officers and directors shall be held annually by methods compatible with local customs and procedures, as provided in the bylaws, but in no case shall more than simple majority of the members present and in good standing be required for elections.

The term of office of all officers and directors shall be one year unless otherwise specified in the bylaws.

Section 5 – Training. All incoming Rotaract club officers, directors, and committee chairs should attend leadership training offered by the district Rotaract committee.

Section 6 – Governance of a Satellite Club of This Club.

(a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.

(b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.

(c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the

president and board of this club a report on its membership, activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

Article 9 — Club Finances

Section 1 – *Collection.* Fees, dues, or assessments on the membership of the club may be levied for the purpose of meeting the administrative costs of the club as prescribed in the bylaws. Funds for activities and projects undertaken by the club shall be raised apart from such fees, dues, or assessments and shall be placed into a separate account.

Section 2 – *Establishing Financial Guidelines.* Rotaract clubs should establish financial guidelines to ensure that all funds are managed in a responsible and transparent manner, including all monies collected to support service projects, consistent with laws and banking regulations in the country, including plans for disbursement of funds should the Rotaract club disband or be terminated.

Section 3 – *Annual Review of Finances.* A thorough audit by a qualified person shall be made once each year of all the club's financial transactions.

Article 10 – Bylaws

This club shall adopt bylaws that are consistent with the RI constitution and bylaws, with the rules of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

Article 11 — Acceptance of Constitution and Bylaws

By paying dues, a member accepts the principles of Rotaract as expressed in its purpose and agrees to comply with the constitution and bylaws of this club. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

Article 12 — Name and logo

The name and logo of Rotaract shall be used exclusively by Rotaract members. Each member of this club shall be entitled to wear or otherwise display the Rotaract name and logo in a dignified and appropriate manner during the period of membership. Such entitlement shall be relinquished upon termination of membership or termination of this club.

Article 13 — Duration of Membership

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

Section 2 — *Automatic Termination.* Membership shall automatically terminate when a member no longer meets the membership qualifications.

- (a) *Rejoining.* When a member in good standing has their membership terminated, that person may apply for membership again.
- (b) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.

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

- (a) *Process.* Any member who fails to pay dues within the timeframe provided in the bylaws shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.
- (b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

Section 4 — *Attendance.* A member who fails to attend as required in the bylaws may be terminated unless the board consents to the non-attendance for good and sufficient reason.

Section 5 — *Termination – Other Causes.*

- (a) The board may terminate the membership of any member for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose.
- (b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the board to state their case.

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

- (a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 14.
- (b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five 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. The action of the club is final and binding on all parties and shall not be subject to arbitration.

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

Section 8 — Resignation. A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

Section 9 — Temporary Suspension. Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotaractor or reinstate the Rotaractor to full regular status.

Article 14 — Arbitration and Mediation

Section 1 — Disputes. Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

Section 2 — Date for Mediation or Arbitration. Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3 — Mediation. The procedure for mediation shall be

- (a) recognized by an appropriate authority with national or state jurisdiction;
- (b) or recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) recommended in documented guidelines determined by the RI board or TRF Trustees.

Only Rotary members may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a 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 disputant shall appoint a Rotary member as an arbitrator and the arbitrators shall appoint a Rotary member as an umpire.

Section 5 — Decision of Arbitrators or Umpire. The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

Article 15 — Amendments

Section 1 — Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the Board of Directors of RI.

Section 2 — Amending Article 2. Article 2, Name, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved.