Constitution of the Rotary Club of Dundas Ontario, Canada

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

Article 1 Definitions **July 2019**

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: A potential club whose members shall also be members (when applicable) of this club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period beginning 1 July.

Article 2 Name

This organization shall be the Rotary Club of Dundas Ontario, Canada (Member of Rotary International).
The name of any satellite of this club shall be Rotary Satellite Club of ___ (A satellite of Rotary Club of __).

Article 3 Purposes

The purposes of this club are to:
(a) pursue the Object of Rotary;
(b) carry out successful service projects based on the five Avenues of Service;
(c) contribute to the advancement of Rotary by strengthening membership;
(d) support The Rotary Foundation; and
(e) develop leaders beyond the club level.

Article 4 Locality of the Club

The locality of this club is:
The Community of Dundas in the City of Hamilton, Ontario, Canada.
Any satellite club of this club shall be located in this locality or the surrounding area.

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 Meetings

Section 1 — *Regular Meetings.*
(a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the bylaws.
(b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
(c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
(d) *Cancellation.* The board may cancel a regular meeting for these reasons:
    (1) a holiday, or during a week that includes a holiday;
    (2) in observance of the death of a member;
    (3) an epidemic or a disaster that affects the whole community; or
    (4) an armed conflict in the community.
The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.
(e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way

similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the bylaws.
(f) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.
Section 2 — *Annual Meeting.*
(a) An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in the bylaws.
(b) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.
Section 3 — *Board Meetings.* Within 60 days after all board meetings, written minutes should be available to all members.

Article 8 Membership

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 — *Types.* This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.
Section 3 — *Active Members.* A person who possesses the qualifications in article 5, section 2 of the RI constitution may be elected as an active club member.
Section 4 — *Satellite Club Members.* Members of a satellite club of this club shall also be members of this club until the satellite club is admitted to RI membership as a Rotary club.
Section 5 — *Prohibited Dual Memberships.* No member shall simultaneously
(a) belong to this and another club other than a satellite of this club, or
(b) be an honorary member in this club.
Section 6 — *Honorary Membership.* This club may elect honorary members for terms set by the board, who shall:
(a) be exempt from paying dues;
(b) not vote;
(c) not hold any club office;
(d) not hold classifications; and
(e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.
Section 7 – *Exceptions.* The bylaws may include provisions that are not in accordance with article 8, sections 2 and 4 - 6.

Article 9 Club Membership Composition

Section 1 — *General Provisions.* Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or

professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

Section 2 —*Diverse Club Membership.* This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

Article 10 Attendance

Section 1 — *General Provisions.* Each member should attend this club's regular meetings, or its satellite club's regular meetings, and engage in this club's service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

(a) is present in person, by telephone, or online for at least 60 percent of the meeting;
(b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
(c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
(d) makes up the absence in any of the following ways within the same year:
(1) Attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
(2) Is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
(3) Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
(4) Attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
(5) Participates through a club website in an online meeting or interactive activity;
(6) 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
(7) Attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

Section 2 — *Extended Absence While Working at a Distance.* If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

Section 3 — *Absence Because of Other Rotary Activities.* An absence does not require a make-up if, at the time of the meeting, the member is:

(a) Traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(c)(7);
(b) Serving as an officer or member of an RI committee or as a TRF trustee;

(c) Serving as the special representative of the governor in forming a new club;
(d) On Rotary business in the employ of RI;
(e) Directly and actively engaged in a district-sponsored, RI-sponsored, or TRFsponsored service project in a remote area, where making up attendance is impossible; or
(f) Engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

Section 4 — *RI Officers' Absences.* An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

Section 5 — *Excused Absences.* A member's absence shall be excused if:
(a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.
(b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and the board has approved.

Section 6 — *Attendance Records.* When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

Section 7 — *Exceptions.* The bylaws may include provisions not in accordance with article 10.

Article 11 Directors and Officers and Committees

Section 1 — *Governing Body.* The governing body of this club is the board, as provided in the bylaws.

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

Section 3 — *Board Action Final.* In all club matters, the decision of the board is final, subject only to an appeal to the club. 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. 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. The club's action on an appeal is final.

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

Section 5 — *Election of Officers.*
(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
(b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
(c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidentselect training seminar and training assembly or training deemed sufficient by the governor-elect.
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.
Section 7 — *Committees.* This club should have the following committees:
(a) Club Administration;
(b) Membership;
(c) Public Image;
(d) Rotary Foundation; and
(e) Service Projects.
The board or president may appoint additional committees as needed.

Article 12 Dues

Every member shall pay annual dues as prescribed in the bylaws.

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.*
(a) *Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this club or the surrounding area, but continues to meet all conditions of club membership, the board may:
(1) Allow a member to remain in this club; or
(2) Grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a club in the new community.
(b) *Rejoining.* When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
(c) *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 30 days after they are due 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 — *Termination Non-attendance.*
(a) *Attendance Percentages.* A member must:
(1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; or
(2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).
A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.
(b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member's membership.
(c) *Exceptions.* The bylaws may include provisions not in accordance with article 13, section 4.

Section 5 — *Termination — Other Causes.*
(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership or 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. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.
(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 his or her 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 17.
(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 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 — *Forfeiture of Property Interest.* Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.
Section 10 — *Temporary Suspension.* Notwithstanding any provision of this constitution, if in the opinion of the board
(a) credible accusations 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 Rotarian or reinstate the Rotarian to full regular status.

Article 14 Community, National, and International Affairs

Section 1 — *Proper Subjects.* Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.
Section 2 — *No Endorsements.* This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.
Section 3 — *Non-Political.*
(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
(b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.
Section 4 — *Recognizing Rotary's Beginning.* The week of the anniversary of Rotary's founding, 23 February, is 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 15 Rotary Magazines

Section 1 — *Mandatory Subscription.* Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.
Section 2 — *Subscription Collection.* The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

Article 16 Acceptance of Object & Compliance with Constitution & Bylaws

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. 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 17 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; or
(b) 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 Rotarians 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 Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian 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 18 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 19 Amendments

Section 1 — *Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.
Section 2 — *Amending Article 2 and Article 4.* Article 2, Name, and article 4, Locality of the Club, 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. The governor may offer an opinion to the RI board of directors about the proposed amendment.

Article 20 Activation:

This Constitution shall come into force on July 1, 2019. Upon this Constitution coming into force, all prior Constitutions and amendments thereto are repealed, provided that such repeal shall not affect the previous operations of such constitutions and amendments thereto so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred or the validity of any contract or agreement made pursuant to such constitution and amendments thereto prior to being repealed.

Approved and adopted by the Board this ____ ***20th*** __ day of _ ***August*** __, ***2019***.

Approved and adopted by the members this __ ***1st*** __ day of _ ***October*** _, ***2019***.

_____ ***Gary D. Caldwell*** _____
Secretary

gdc July 2019