

BYLAWS OF THE ROTARY CLUB OF SANTA FE

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BYLAWS OF THE ROTARY CLUB OF SANTA FE
A NOT FOR PROFIT NEW MEXICO ORGANIZATION

ARTICLE 1

NAME, OFFICE AND SEAL

SECTION 1.1 - NAME:

The full name of the organization is "The Rotary Club of Santa Fe, New Mexico, U.S.A." In these bylaws it is called "the Club."

SECTION 1.2 - OFFICE AND MAILING ADDRESS:

An office for the Club may be maintained at any place in Santa Fe, New Mexico. The mailing address of the Club is P.O. Box 2465, Santa Fe, New Mexico 87504-2465.

SECTION 1.3 - SEAL:

The Club is not required to and therefore does not have a seal.

ARTICLE 2

ELECTION OF DIRECTORS AND OFFICERS:

The Officers and Directors will be the president, president-elect, secretary, treasurer, immediate past president and six directors. The officers (except for the president – see Section 2.1) will be elected annually. Each year three directors will be elected to serve a 2-year term. Three directors will continue to serve completing the 2nd year of their 2-year term.

SECTION 2.1- PRESIDENT-ELECT BECOMES PRESIDENT:

The person currently serving as the president-elect shall automatically become president for the next year.

SECTION 2.2 - NOMINATING COMMITTEE REPORT:

At any regular meeting in November, the presiding officer shall call for the report of the nominating committee for the offices of president-elect, secretary, treasurer, and three at-large members of the Board of Directors. At this meeting, the presiding officer shall also call for additional nominations from the floor for any officers.

To be a nominee for any elective position, a person must consent to serve. All nominations shall be published in each issue of La Rueda until the election.

The nominations duly made shall be voted on at the annual meeting of the Club. The candidates for president-elect, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices for terms of one year. Each year three directors shall be elected to serve a two-year term. Directors cannot be elected to serve more than two consecutive terms. The persons serving as secretary and treasurer cannot be elected to serve more than four consecutive terms.

SECTION 2.3 - QUALIFICATIONS FOR PRESIDENT-ELECT:

To be a candidate for the office of president-elect, a person must have been a member of the Club for not less than two years, served on the board of directors, and actively participated in Club activities.

SECTION 2.4 - VACANCIES IN OFFICE OF DIRECTOR OR OFFICER:

A vacancy occurring in the office of any director or officer, whether serving, nominated or elected, shall be filled by the affirmative vote of a majority of the remaining directors of the Board. A person elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

ARTICLE 3
BOARD OF DIRECTORS

SECTION 3.1 - GENERAL POWERS:

The business and affairs of the Club shall be managed by the Board.

SECTION 3.2 - NUMBER AND TENURE:

The number of officers and directors shall be eleven members of the Club, who are the president, president-elect, secretary, treasurer, immediate past president, and the six directors elected in the manner prescribed in Article 2, Sections 2.2 and 2.3. The Rotary Club of Santa Fe Foundation Treasurer, is not a member of the Club Board, has a seat and voice on the board but no vote.

In the event a vice chair is named for a standing committee, the vice chair has a seat and voice at the Board but no vote.

SECTION 3.3 - MEETINGS – REGULAR AND SPECIAL:

(A) The regular meeting of the Board for conducting business, appointing directors and officers and other matters which may come before the meeting, shall be held monthly at the time and place which is announced at least one week in advance in La Rueda or by any other method as determined by the Board upon such notice.

(B) Special meetings of the Board may be called by or at the request of the president. Upon written request of any three directors or not fewer than ten members of the Club, the president or the secretary shall call a special meeting to be held no no sooner than 5 days and not more than 14 days after the receipt of the request. The person or persons authorized to call special meetings of the Board shall fix the time and place of any special meeting called by them.

(C) Except for emergency meetings of the Board, notice of any special meeting of the Board shall be in a method as directed by the Board at least five days in advance of the meeting.

(D) A director may waive notice of any emergency meeting of the Board.

(E) Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION 3.4 - QUORUM:

A majority of the number of directors fixed by Article 3, Section 3.2 of these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority is present at a meeting, a majority of those present may adjourn the meeting from that time to future time without further notice. A quorum once constituted at a meeting shall be deemed to continue until adjournment

SECTION 3-5 - MANNER OF ACTING:

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 3.6 - REMOVAL OF DIRECTORS:

At a meeting of the Club called expressly for that purpose, one or more directors, or the entire Board, may be removed with or without cause, by a vote of no fewer than three-fourths of all members in good standing and in attendance.

SECTION 3.7 - RESIGNATION OF DIRECTORS:

A director may resign his office at any time. Any resignation must be in writing and may take effect immediately without acceptance.

SECTION 3.8 - PRESUMPTION OF ASSENT:

A member of the Board who is present at a meeting of the Board at which any action on a Club matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting before adjournment or unless he shall file his written dissent to such action with the person acting as secretary of the meeting within 24 hours after adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

SECTION 3.9 - WRITTEN CONSENT:

Any action required by law to be taken at a meeting of the Board, or any action which may be taken by the Board or of a committee, may be taken without a meeting if a consent in writing setting out the action so taken is agreed to by all the directors, or all the committee members. The consent shall have the same effect as a unanimous vote and shall be recorded in the next minutes of the Board.

ARTICLE 4

OFFICERS

SECTION 4.1 - TITLES, NUMBERS AND COMPENSATION:

The officers of the Club shall be president, president-elect, secretary, treasurer, immediate past president and six directors.

Officers shall receive no wages unless employed full time by the Club.

SECTION 4.2 - DUTIES OF OFFICERS:

(A) The president shall preside at all meetings of the Club and the Board and shall perform such other duties as may be assigned or pertain to this office.

(B) The president-elect shall serve as presiding officer in the absence of the president and perform such other duties as may be prescribed by the president or the Board.

(C) The secretary shall keep the records of membership; record the attendance at meetings; send out notices of meetings of the Club, the Board and committees; record and preserve the minutes of all meetings; make the required reports to Rotary International, including reports to the general secretary of membership on January 1 and July 1 of each year, and prorated reports on October 1 and April 1 of each active member elected to membership in the Club since the start of the July or January semiannual report; report to the district governor the monthly attendance at each meeting of the Club immediately following the last meeting of the month; collect and remit to Rotary International (RI) subscriptions to THE ROTARIAN; and perform such other duties as may be assigned or pertain to this office.

(D) The treasurer shall have custody of all funds of the Club; annually, and at such other times as may be requested by the Board, account for the receipt and disbursement of funds of the Club; and perform such other duties as may be assigned or pertain to this office. Upon leaving office the treasurer shall turn over to his successor, or the president, all the funds, books of account, records and other property of the Club in his possession.

(E) The immediate past president shall convene and chair the nominating committee and assist with other club duties as requested by the club president.

ARTICLE 5
MEETINGS, REQUIRED ATTENDANCE, QUORUMS,
SUBSTITUTIONS LEAVE OF ABSENCE
AND GOOD STANDING

SECTION 5.1 - ANNUAL MEETING:

The annual meeting of the Club shall be held no later than the 31st of December, and the election of officers and directors for the next fiscal year will be held.

SECTION 5.2 - REGULAR WEEKLY MEETINGS:

The regular weekly meeting of the Club shall be held on Thursday at 12:00 noon. Due notice of the change or canceling of a meeting shall be given to all members of the Club.

SECTION 5.3 - QUORUM AT REGULAR MEETINGS:

One-third of the membership in good standing shall constitute a quorum at all annual and regular weekly meetings of the Club.

SECTION 5.4 - REGULAR ATTENDANCE:

Unless excused by the Board pursuant to the provisions of Article 5, Section 5.6, all members in good standing, except honorary members, should attend all regular meetings of the Club and must be counted as present or absent for each such meeting.

SECTION 5.5 - SUBSTITUTE ATTENDANCE:

An active member may make up for an absence from a regular meeting of the Club in accordance with the provisions of Article XII of the Constitution of the Club.

SECTION 5.6 - LEAVE OF ABSENCE AND EXCUSED ABSENCE:

(A) Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. Members granted a leave of absence are expected to remain current with their club dues but will be excused from any meal fee.

(B) A member’s absence shall be excused if the aggregate of the member’s years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member’s desire to be excused from attendance and the Board has approved.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member’s attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent [and not eligible for perfect attendance] except that absence authorized under section (B) is not computed in the attendance record of the club.)

SECTION 5.7 - GOOD STANDING:

To be a member in good standing an active member of the Club must:

- (A) be in compliance with the attendance provisions of Article VIII of the Constitution of the Rotary Club of Santa Fe, and
- (B) be current in the payment of all fees and dues required by the Club.

ARTICLE 6
FEES AND DUES

SECTION 6.1 - ADMISSION FEES:

(A) The admission fee for membership in the Club shall be recommended from time to time by the Board and be subject to approval by members of the Club who are in good standing at any annual, regular or special meeting.

SECTION 6.2 – MEMBER DUES AND FEES:

The annual dues for members in the Club will be composed of the sum of the annual dues, fees and the subscription to THE ROTARIAN assessed by Rotary International, the District dues and fees plus an amount for Club dues and fees recommended from time to time by the Board and subject to approval by the members of the Club who are in good standing at any annual, regular or special meeting. Club dues and fees will also include the cost of meals as negotiated by the board. Club dues and fees are due and payable annually or quarterly beginning July 1st and are considered late 30 days after due. After 60 days a \$50.00 reinstatement fee will be charged in addition to all dues and fees in arrears.

SECTION 6.3 – SATELLITE CLUB MEMBERS DUES AND FEES:

Dues and fees for members of any Satellite Club will be established by the Board of Directors, except active members of the Satellite Club shall be exempt from the cost of meals. Satellite Club members are expected to pay for meals and events for which they chose to participate.

ARTICLE 7
METHODS OF VOTING

SECTION 7.1 - GENERAL MATTERS:

The business of the Club at any meeting of the Board or members may be transacted by oral vote.

SECTION 7.2 - CONTESTED MATTERS:

Any contested oral vote shall be decided by recorded vote.

SECTION 7.3 – ELECTRONIC VOTING

The business of the board may be conducted by any means available.

ARTICLE 8

STANDING COMMITTEES AND OTHER COMMITTEES

SECTION 8.1 – STANDING COMMITTEE AND OTHER COMMITTEE ASSIGNMENTS:

There shall be a nominating committee headed by the Immediate Past President of the Club, who shall serve as Chair, and consisting of the President of the Club, the President-elect and not less than two nor more than six members who have served as presidents of a Rotary club and have been selected by the chair.

(A) Each Standing Committee will be headed by a director of the Club. These Standing Committees comply with the club structure recommended by RI. The Club has chosen to include the New Generations committee as a Standing Committee. Specifically, these committees are Club Administration, Membership, Public Image, Rotary Foundation, Service Projects and New Generations.

(B) Subject to approval of the Board, and to the consent of a director to serve, the president shall appoint a director (a) to each Standing Committee or (b) to other Club responsibilities as the need may arise.

(C) Subject to approval of the Board, and to the consent of a member to serve, each director of a Standing Committee shall recommend to the president the appointment of one or more members of the Club to chair each sub-committee reporting to a specific Standing Committee.

(D) The Satellite Club will be considered a committee of the Rotary Club of Santa Fe but shall be referred to as “The Satellite Club.” The Satellite Club will be chaired by a member of the Satellite Club and operate under a set of Bylaws established by the Satellite Club and approved by the Rotary Club of Santa Fe Board of Directors

SECTION 8.2 – DETERMINING COMMITTEE STRUCTURE:

Except for the Nominating Committee, and subject to approval of the Board, the President may from time to time without amendment of these bylaws create new, dissolve existing or modify the scope and purpose of any committee to further the goals and interests of the Club and RI, so long as the change complies with the constitution and bylaws of both the Club and RI.

SECTION 8.3 STANDING COMMITTEES AND DUTIES:

(A) The duties and responsibilities for Standing Committees and Other Committees are described in a separate document titled “Standing and Other Committees”, which may be altered and kept current as required by action of the Board and notification of the Club as noted in Article 8. Section 8.2. This document will be maintained as a part of the Club’s Manual of Policy and Procedures.

(B) The Chairman of a Standing Committee is an ex-officio member of all associated committees and responsible for, supervising and coordinating the work of these committees and reporting committee activities to the Board.

(C) The Board will establish and maintain a Manual of Policies and Procedures to provide guidance to the Board, Club and Committees that reflect current Board Policies and Procedures of Club operation. The changes to the Manual of Policies and Procedures become effective with an affirmative vote of the Board and 30 days after publication.

Ten members of the club may request the Board reconsider a change to the Manual of Policies and Procedures at the next meeting of the Board following publication of the change.

ARTICLE 9

FINANCES

SECTION 9.1 - DEPOSITS AND DISBURSEMENTS:

(A) The treasurer shall deposit all funds of the Club which he receives into a financial institution whose accounts are insured by the Federal Deposit Insurance Corporation or the Securities Investor Protection Corporation and which is approved by the Board.

(B) All accounts payable of the Club shall be paid only by checks or drafts drawn upon an account of the Club which are signed by the treasurer or another authorized person and are for payment of amounts which have been approved in writing by not less than two officers of the Club.

SECTION 9.2 - BONDS (SURETY):

(A) All directors, officers and members of the Club who have access to, oversee, or control funds of the Club shall give such surety bond as may be required by the Board.

(B) The Board shall pay the cost of all bonds which it requires and approves.

SECTION 9.3 - FISCAL YEAR AND PER CAPITA DUES:

(A) For all accounting and tax purposes, the Club shall have a fiscal year which ends June 30 and begins July 1.

(B) Dues for a fiscal year shall be assessed on June 1 and be payable either annually or quarterly on or before July 1. If not timely paid, the dues are deemed to be delinquent after 30 days and a reinstatement fee shall be imposed after 60 days as in Article 6 Section 6.2. Statements for dues shall be distributed to members no later than June 1.

(C) The liability for and payment of per capita dues and the subscription cost of THE ROTARIAN to RI shall be determined by the number of members in good standing in the Club on January 1 and July 1 of each year.

(D) For each member who is elected into membership of the club, they shall pay per capita dues in prorated amounts until the beginning of the next period for which dues are payable. The amount payable for each full month of membership shall be one-twelfth of the per capita dues.

SECTION 9.4 - BUDGET:

(A) It is the annual duty of the Board at the beginning of each fiscal year, or within 30 days thereafter, to (1) have prepared or cause to have prepared a comprehensive, line-item budget of the estimated income and expenditures for the next year; (2) agree upon or modify the budget; and (3) use the budget as the limit of expenditures for the stated purposes unless otherwise ordered by the Board.

(B) The final budget approved by the Board shall be distributed to the members of the Club, by a method determined by the Board, no later than the third week in August.

ARTICLE 10

METHOD OF SELECTING MEMBERS OF THE CLUB

SECTION 10.1 - ACTIVE MEMBERS:

(A) The application for membership of a prospective member proposed by an active member of the Club or by the Membership Committee shall be submitted in writing for consideration to the Board.

(B) The proposer shall invite the proposed member to attend at least two regular meetings of the Club and shall notify both the proposed member and the members of the Club that the proposed member is being considered for membership, all in order that the proposed member and the members may become acquainted.

(C) The Membership Committee shall vote either to recommend or not to recommend the person to the Board, and if recommending, shall suggest to the Board a classification for the person.

(D) The Board shall consider the recommendations of the Membership Committee and approve or disapprove the proposed member for membership in the Club. The person who proposed the proposed member shall then be notified of the decision of the Board by the membership committee of the Club.

(E) If no written objection to the proposed member, stating specific reasons for the objection, is received by the Board within the time stated in the Club's Manual of Policies and Procedures from a member of the Club who is in good standing at the date the publication, the proposed member and the person who proposed the member shall be notified by the Club Secretary. The proposed member shall be informed by the Membership Committee Chair of the purposes of Rotary and the privileges, responsibilities and expectations of membership in the Club, and shall be requested to pay the admission fee and dues. Upon receipt of the payment, the prospective member shall be considered elected to membership, and shall be inducted at a regular meeting of the Club.

(F) If the decision of the Board is to approve the proposed member, then the name of the proposed member shall be published in the Club's bulletin, La Rueda, or by any other method determined by the Board.

(G) If any written objection to induction of the prospective member is timely made, it shall be considered and voted on at any regular or special meeting of the Board. If not more than four negative votes are cast by the members of the Board in attendance at such regular or special meeting, the proposed member shall be considered approved for membership.

(H) Following the new member's election to membership, the secretary of the Club shall order a name badge for the member and report the new member's name to RI.

SECTION 10.2 - HONORARY MEMBERS:

(A) An honorary member is a person who has distinguished themselves by meritorious service in the furtherance of Rotary ideals and are considered friends of Rotary for their support of Rotary's cause. An honorary member is exempt from payment of dues and fees, has no vote and may not hold office. An honorary member may attend all meetings and enjoy the privileges of the Club. Honorary members are expected to pay for meals and events which they chose to participate. Honorary membership terminates each year on June 30 but may by resolution be continued from year to year. In cases where the honoree has achieved extraordinary distinction, the Board may award a "Lifetime Honorary Membership."

(B) The name of a prospective honorary member shall be submitted to the Board in writing by an active member of the Club or by the Membership Committee of the Club, and the election shall be conducted in the same manner as that which is prescribed for an active member; provided, however, that the Board may in its discretion waive any or all the steps and proceed directly to a Board vote on the prospective honorary member.

ARTICLE 11

POLITICAL, RELIGIOUS AND BUSINESS COMPORIMENT

SECTION 11.1 – POLITICAL AND RELIGIOUS:

RI does not promote any political or religious cause or entity. The religious and political beliefs of a Rotarian are regarded as being one's own concern. Therefore, members are requested to refrain from proselytizing their religious and political opinions in and during club meetings. The Club will refrain from issuing partisan political statements. Rotarians are prohibited from adopting statements with a view to exerting any corporate pressure on governments or political authorities.

SECTION 11.2 - DUTY OF ROTARIANS:

Rotarians have a duty in their clubs to keep under review political developments in their own communities and throughout the world insofar as they affect service to their vocations and communities as well as the pursuit of the Rotary objective of world understanding and peace. They are expected to seek reliable information through balanced programs and discussions so that members can reach their own conclusions after the fair collective examination of the issues.

Rotarians have a duty outside their clubs, to be active as individuals in as many legally constituted groups and organizations as possible to promote, not only in words but through exemplary dedication, the awareness of the dignity of all people and the respect of the consequent human rights of the individual.

SECTION 11.3 - BUSINESS ETHICS:

Rotarians may not use the emblem of RI or the Club on business stationery or business cards of individual Rotarians. Rotarians may not use the name and emblem, Rotary club membership lists, or other lists of Rotarians for furthering political campaigns or non-Rotary fund-raising activities. Any use of the fellowship of Rotary as a means of gaining political advantage is not within the spirit of Rotary.

ARTICLE 12

CERTAIN RESOLUTIONS AND MOTIONS

No resolution or motion to commit the Club to any matter shall be voted upon by the members until it has been considered and approved by the Board. If such a resolution or motion is offered at a meeting of the Club, it shall automatically be referred to the Board without any discussion.

ARTICLE 13
ORDER OF BUSINESS

SECTION 13.1 – REGULAR MEETINGS:

Normally the order of conducting business at a regular meeting shall include:

- Call meeting to order
- Pledge of Allegiance or National Anthem
- Invocation
- Introduction of Visiting Rotarians
- Introduction of Guests
- Club welcome song
- Announcements
- New and old business matters
- Good News Basket
- Program
- Prize drawings
- 4-Way Test
- Adjournment of meeting

SECTION 13.2 - CALLED OR SPECIAL MEETINGS:

The subject and manner of conducting any called or special meeting shall be determined by either the Board or the person conducting the meeting.

ARTICLE 14

INDEMNITY AND INSURANCE

SECTION 14.1 - INDEMNITY:

The Club shall indemnify and hold harmless any person who is or has served the Club in the capacity of, director, officer, member, employee or agent of the Club against liability asserted and costs necessarily incurred by him in connection with any action, suit, arbitration, mediation or proceeding, excluding gross negligence, intention or willful acts or criminal conduct in which he is made a party by reason of holding or having held or served in any such capacity.

SECTION 14.2 - INSURANCE:

The Club by resolution of the Board may purchase and maintain general liability and directors' and officers' insurance in addition to the coverage provided by the U.S. Rotary Club Liability Insurance Program on behalf of any person who is or has served the Club in the capacity of director, officer, member, employee or agent of the Club against liability, as provided in such policy, asserted against him and costs incurred by him in - such capacity, or arising out of his status as such.--

ARTICLE 15

ROTARY CLUB OF SANTA FE FOUNDATION

There shall be a Rotary Club of Santa Fe Foundation to be a non-profit organization to serve the interest of the club. The Bylaws of the Foundation are contained in a separate document.

ARTICLE 16

MISCELLANEOUS

SECTION 16.1 -NUMBER, GENDER:

Words used herein regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context requires.”

SECTION 16.2 - ARBITRATION:

Any dispute between former or present directors, members or officers of the Club concerning any action, inaction or other matter shall be settled by binding arbitration. Each party to the dispute shall appoint an arbitrator, and the two arbitrators shall select a third arbitrator to complete the arbitration panel. The parties to the dispute may agree to use only one person as the arbitration panel. Only members in good standing of a Rotary Club may serve as arbitrators. The decision of the arbitration panel shall be final and binding upon all parties to the arbitration proceeding and may be entered as a judgment of a court in the manner provided by law.

Arbitration proceedings must be commenced and completed within 60 days from the date the dispute arises, or the dispute is barred from prosecution by limitation.

SECTION 16.3 – MANNER OF CONDUCTING BUSINESS

The Club and its Board will use Rosenberg’s Rules of Order for conducting its business.

ARTICLE 17
AMENDMENTS

SECTION 17.1 – CONFORMITY WITH CONSTITUTION:

No amendment to these bylaws shall be made if it conflicts with other governing documents of the Club or the constitution and bylaws of RI.

SECTION 17.2 - PROCEDURE:

These bylaws may be amended at any regular meeting of the members at which a quorum is present by a two-thirds vote of the members present, if notice of such proposed amendment shall have been distributed to the club’s membership in a form determined by the Board not less twenty days before the meeting and become effective 10 days after the affirmative vote and publication of the amendment on the Club website.

APPROVAL AND SIGNATURES

