

Constitution of the Rotary Club Of Richmond, California

Article I Name

The name of this organization shall be Rotary Club of Richmond (Member of Rotary International).

Article II Territorial Limits

The Territorial Limits of this club are as follows: Richmond and immediate adjacent Cities.

Article III 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 by each Rotarian of his or her occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his or her personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional men and women united in the ideal of service.

*** Article IV Meetings**

SECTION 1 This club shall hold a regular meeting once each week on the day and at a time provided in its Bylaws.

In an emergency or for good cause, the board of directors of this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

** As amended by 1986 Council on Legislation.*

If a regular meeting falls on a legal holiday or in case of the death of the club president, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting.

SECTION 2 An annual meeting for the election of officers of this club shall be held not later than the thirty-first day of December in each year as provided in the Bylaws of this club.

*** Article V**
Membership

SECTION 1 *General Qualification.* This club shall be composed of adult persons of good character and good business or professional reputation.

SECTION 2 *Kinds.* This Rotary club shall have four kinds of membership, namely: active, senior active, past service and honorary.

SECTION 3 *Active.* This club may elect to active membership, a person who is

(1) engaged as proprietor, partner, corporate officer or manager of any worthy, recognized business or profession;

or

(2) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession;

or

(3) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity;

and

personally and actively engaged in the business or profession in which he or she is to be classified in the club and having his or her place of business or residence located within the territorial limits of this club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

There shall not be more than one active member in each classification of business or profession excepting the religion, news media and diplomatic classifications, and excepting the provision for additional active members as provided in Section 4 of this article.

SECTION 4 *Additional Active Member.*

(a) Any active member of this club may propose for and the club may elect to active membership one additional person who is actively engaged in the same classification of business or profession as that of the proposer, whose classification shall be the same as that of the

* *As amended by 1986 Council on Legislation.*

proposer. The qualifications of such additional active member shall be the same as set forth in Sections 1 and 3 of this Article for active membership. Such additional active member is in all respects an active members except that he or she may not propose an additional active member under this paragraph.

(b) This club may, subject to the approval of the holder of the classification, also elect to active membership an additional person who is a former active member of another Rotary club and who is actively engaged at a place of business, or who resides, within the territorial limits of the club and who is otherwise qualified for membership provided;

(1) that there shall, in no case, be more than one additional active member elected under this paragraph of this section in respect of anyone classification, and

(2) that any member so elected shall have terminated membership of his or her former club only because he or she ceased to be actively engaged within the territorial limit of that club in the classification of business or profession under which he or she was classified in that club, and

(3) that, although such additional active member is in all respects an active member, he or she shall have no right to propose an additional active member under Section 4(a) hereof.

(c) In the event of the termination of active membership of the holder of the classification or in the event that he or she becomes a senior active member or for any other reason he or she ceases to be the holder of the classification, the membership of the additional active member or members elected under Section 4(a) and (b) shall be dealt with as follows:

(1) If there is only one such additional active member, that member shall automatically become an active member and the holder of the classification.

(2) If there are two additional active members, then the club shall elect one of the additional active members to be the active member and the holder of the classification.

(3) Upon the election to active membership of one of the additional active members as prescribed in (2) above, the status of the other additional active member shall remain unchanged.

SECTION 5 *Senior Active Membership.*

(a) Any active member of this club or past service member whose combined active and past service membership in one or more clubs conforms with the service requirements as hereinafter set forth.

(1) who has been a member of one or more clubs for a total of fifteen or more years,

or

(2) who is of the age of sixty or more after having been a member of one or more clubs for a total of ten or more years,

** As amended by 1986 Council on Legislation.*

or

(3) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years,

or

(4) who is a present or a past officer of Rotary International shall automatically and forthwith become a senior active member.

(b) This club may elect to senior active membership any former member of any club who was a senior active member or was eligible to become a senior active member at the time he/she ceased to be a member of a club.

(c) A senior active member shall have all the rights, privileges, and responsibilities of an active member, except that

(1) he/she shall not be considered as representing any business or professional classification;

and

(2) he/she shall not have the right to propose an additional active member under Section 4 (a) hereof.

This club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be engaged.

SECTION 6 *Past Service*

(a) A former active member of a club, whose active membership was terminated because of his or her retirement from active business or professional life, may be elected a past service member in the club in which he or she held active membership or in any other club provided that he or she has held active membership in anyone or more Rotary clubs for three or more years or he or she has attained the age of 55 years irrespective of the length of his or her membership. Such former member may be elected to past service membership at the time of, or at any time after, the termination of his or her active membership, provided he or she has all the other qualifications of a past service member. If his or her retirement from business or professional life occurs after he or she has ceased to be a member of a club, he or she is not eligible to past service membership. A past service member shall be required to pay an admission fee unless he/she was formerly an active member of this club, in which case he or she shall not be required to pay a second admission fee.

(b) A past service member shall have all the rights, privileges and responsibilities of an active member except that he/she shall not be considered as representing any business or professional classification nor may he/she become a senior active member (except as provided in Section 5 (a) of this Article); nor shall he/she have the right to propose an additional active member under section 4 (a) hereof.

** As amended by 1986 Council on Legislation.*

SECTION 7 *Honorary Membership*. Any person who has distinguished themselves by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this club.

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of this club is entitled to any rights or privileges in any other club.

SECTION 8 *Religion, News Media and Diplomatic Service*. Representatives of more than one religious denomination, representatives of more than one newspaper and/or other news media and diplomatic representatives of more than one government may be eligible to active membership under such classifications as set forth in this constitution.

SECTION 9 *Public Office*. Persons elected or appointed to public office for a specified time only shall not be eligible to active membership in this club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

An active member in this club who is elected or appointed to public office for a specified period may during the period in which he or she holds such office continue as such active member in the club under the classification represented by him in the club immediately prior to such election or appointment.

SECTION 10 *Rotary International Employment*. This club may retain in its membership any member thereof who enters the employment of Rotary International, so long as he or she remains in such employment.

*** Article VI Classifications**

SECTION 1 *Classifications*.

(a) Each active member of this club shall be classified in accordance with his or her business or profession.

(b) The classification of each active member shall be that which covers the principal and recognized activity of the firm, company or institution with which he or she is connected, or if he or she be independently engaged in a business or profession, his or her classification shall be that which covers his or her principal and recognized business or professional activity.

(c) How corrected. The Board, in its discretion, may correct or adjust the classification of any member, whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and he or she shall be allowed a hearing thereon.

* *As amended by 1986 Council on Legislation.*

SECTION 2 *Limitations*. The active membership shall consist of but person man from each classification of business or profession, excepting the religion, news media, and diplomatic services classifications, which may have more than one person in each such classification, and excepting the provision for additional active members.

*** Article VII
Attendance**

SECTION 1 every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if he or she is present for at least 60% of the time devoted for the regular meeting or makes up for his or her absence in any of the following ways:

(a) If at any time after the usual time for the previous meeting and before the usual time for the following regular meeting of this club

(i) he or she attends at least 60% of the time devoted for the regular meeting of another club or of a provisional club, or

(ii) by direction of this club, he or she attends a regular meeting of a Rotary or Interact club, or

(iii) he or she attends a Convention of Rotary International, a Council on Legislation, an International Assembly, a Rotary institute for past a present officers of Rotary International, a Rotary Institute for past, present, and incoming officers of Rotary International, a Rotary Institute for past, present, and incoming officers of Rotary International, convened with the approval of the Board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs.

(iv) he or she presents himself at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at the time and place;

(b) If, at the time of such meeting his or her is

(i) traveling with reasonable directness to or from one of the meetings mentioned in paragraph (a) (ill) of this section, or

(ii) on Rotary business serving as an officer or committeeman of Rotary International, or

(iii) on Rotary business serving as the special representative of his or her District Governor in the formation of a new club, or

** As amended by 1986 Council on Legislation.*

(iv) on Rotary business in the employ of Rotary International, or

(v) directly and actively engaged in a district-sponsored or a Rotary International or Rotary Foundation sponsored service project in a remote area where the opportunity for making up his or her attendance is completely impossible.

SECTION 2 *Notice of Make-Up.*

In the cases set out in paragraphs (a) (ii); (a) (iii); (b) of Section 1 of this Article, the member shall only be counted as being in attendance if he or she personally gives notice of the fact to the club. In the cases set out in paragraphs (a) (i) and (iv), such notice may be given by the member personally or by the secretary of the club visited.

SECTION 3 *Exemptions.*

A member's absence shall be excused if

(a) his or her absence is caused by protracted ill health or impairment so that he or she is physically unable to attend a regular meeting and the Board approves his or her absence in which case his or her absence shall not be computed in the club's attendance record, or

(b) he or she is a senior active member and

(i) has been a member of one or more clubs for an aggregate of twenty years or more and has reached the age of 65 years,

(ii) has been a member of one or more clubs for an aggregate of fifteen years or more and has reached the age of 70 years.

and

he or she has notified the club secretary in writing of his or her desire to be excused from attendance. In this case, if approved by the Board, such member's absences shall not be computed in the club's attendance records, but if he or she so desires, his or her attendance may be so computed.

Article VII Directors and Officers

SECTION 1 The governing body of this club shall be a Board of directors to be constituted as the By-laws of the club may provide.

SECTION 2 Except as herein otherwise specifically provided the decision of the Board in all club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the club. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present,

** As amended by 1986 Council on Legislation.*

at a regular meeting specified by the Board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five (5) days previous to such meeting.

SECTION 3 The officers of this club shall be a president, a president-elect, one or more vice-presidents, all of whom shall be members of the board, and a secretary, or treasurer, and a sergeant-at-arms, any of all of whom may or may not be members of the Board as the By-laws of the club shall provide.

*SECTION 4 Each officer shall be elected as provided in the By-laws of the club and, except as may otherwise be provided in relation to the president, shall take office on the first day of July immediately following his or her election and shall serve for the period of his or her election or until his or her successor shall have been elected and qualified.

The president shall be elected, as the By-laws of the club may provide, within the period of not more than two years but not less than eighteen months prior to the day on which he or she shall take office as president. he or she shall be a director of the Board and shall serve as president-elect for the year immediately preceding the year in which he or she has to serve as president. The president shall take office on the first day of July in the Rotary year for which he or she is elected to serve as president and shall serve for the period of his or her election or until his or her successor shall have been elected and qualified.

Each officer and each director shall be an active (including additional active), senior active, or a past service member in good standing of this club. For a better understanding of the duties and responsibilities of club president, the president-elect should attend the district presidents-elect training seminar and the district assembly. If for good reason he or she cannot attend the district assembly, he or she should send a designated representative from the club whose duty it will be to report back to him.

Article IX Admission Fees and Dues

SECTION 1 Every active, senior active, and past service member of this club shall pay as an admission fee and as annual dues such sums as may be prescribed in the by-laws of this club except that a senior active or past service member who has held active membership in this club shall not be required to pay a second admission fee.

Article X Duration of Membership

SECTION 1 *Period* Membership shall continue during the existence of the club unless terminated as hereinafter provided.

*SECTION 2 *How Terminated* (a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership, except that by permission of the Board (1) an active member moving from the territorial limits of the club, may be given special leave of absence for a period not exceeding one year to enable him to visit and become known to a Rotary club in the community to which he or she moves, providing he or she is still active in the

* *As amended by 1986 Council on Legislation.*

same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership; or (2) an active member who would be losing his or her classification without default on his or her part may retain his or her classification and be given special leave of absence for a period not exceeding one year to enable him or her to obtain new employment in his or her classification or in a new classification providing he or she continues to comply with the attendance and all other conditions of Rotary membership. The termination of his or her membership would take effect only at the end of the period of leave granted to him.

(b) When a past service member re-enters active business or professional life his or her membership automatically becomes active membership if the classification is vacant. If the classification is not vacant he or she continues as a past service member.

(c) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However, the Board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

SECTION 3 *How to Rejoin*. When the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, he or she shall not be required to pay a second admission fee.

SECTION 4 *Termination--Non-Payment of Dues*. Any member failing to pay his or her dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at his or her last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the Board, may be reinstated to membership upon his or her petition, and upon the payment of all his or her indebtedness to the club, provided that no former member can be reinstated to active membership if his or her former classification has been filled.

*SECTION 5 *Termination--Non-Attendance*. The membership of any member other than an honorary member of this club shall automatically terminate if without the consent of the Board for good and sufficient reason, he or she fails:

(a) to attend or make up four consecutive regular meetings, or

(b) to attend or make up at least sixty percent of the regular meetings in the first or second six months of the fiscal year, or

(c) to attend at least thirty percent of the regular meetings of this club in the first or second six months of the fiscal year.

SECTION 6 - *Termination for Other Causes*. (a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the Board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

* *As amended by 1986 Council on Legislation.*

(b) The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(c) In either case (a) or (b) the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the Board a written answer. He or she shall also have the privilege of appearing before the Board to state his or her case. Service of such notice shall be made by personal delivery or by registered letter to his or her last known address.

(d) In case of a decision to terminate membership the secretary shall, within seven days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such member may, within fourteen days after the date of such notice, give written notice to the secretary of his or her intention either to appeal to the club or to arbitrate as provided in Article XIV of this constitution. In the event he or she appeals, the Board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days' notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.

(e) When the board has terminated the membership of an active member as provided for in this Section, the club shall not elect a new member under his or her former classification until the time for hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.

(f) The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

SECTION 7 *Resignation.* The resignation of any member from the club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the club has been paid.

SECTION 8 *Property Interest--Forfeiture of* Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

Article XI Community, National and International Affairs

SECTION 1 The general welfare of the community, the nation, and the world is a concern to the members of this club, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members in forming their individual opinion. However, this club shall not express an opinion on any pending controversial public measure.

SECTION 2 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.

** As amended by 1986 Council on Legislation*

SECTION 3 (a) This club shall neither adopt nor circulate resolutions or view, nor take corporate action, dealing with world affairs or international policies of a political nature.

(b) 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.

Article XII Rotary Magazines

SECTION 1 Unless this club is excused by the Board of Directors of Rotary International from complying with the provisions of this article in accordance with the By-laws of Rotary International, every active, senior active, or past service member of this club, by acceptance of such membership, voluntarily subscribes to the official magazine or to the approved regional magazine prescribed for this club by the Board of Directors of Rotary International. His or her subscription shall be handled in six (6) month periods and shall continue as long as he or she is a member of the club and to the end of any six (6) month period during which he or she may cease to be a member of the club.

SECTION 2 The amount of the subscription shall be collected by the club from each member semi-annually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publications as may be determined by the Board of Directors of Rotary International.

Article XIII Acceptance of Object and Compliance with Constitution and By-laws

A member, by payment of his or her admission fee and dues, thereby accepts the principles of Rotary as expressed in its object and submits himself to and agrees to comply with and be bound by the constitution and by-laws of this club, and on these conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and by-laws on the plea that he or she has not received a copy of them.

Article XIV Arbitration

Should any dispute arise between any member or members, and the club, or any officer or the board of the club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

** As amended by 1986 Council on Legislation.*

Article XV By-laws

This club shall adopt by-laws not inconsistent with the Constitution and By-laws of Rotary International (and the rules of procedure for an area administration where established) and with this constitution, embodying additional provisions for the government of this club. Such by-laws may be amended from time to time as therein provided.

Article XVI Amendments

**SECTION 1 Time.* Except as provided in Section 4 of this Article this constitution may be amended only by the Council on Legislation or by the convention of Rotary International in the same manner as is established in the By-laws of Rotary International for the amendment of its By-laws.

SECTION 2 Who May Propose. Amendments to this constitution, except as provided in Section 4 of this Article, may be proposed only by a club, by a district conference, by the general council or the conference or Rotary International in Great Britain and Ireland, by the Council on Legislation, or by the Board of Directors of Rotary International.

SECTION 3 Procedure. Any proposal to amend this constitution shall be delivered to the General Secretary of Rotary International not later than the first day of May in the Rotary year preceding that in which the Council on Legislation is to meet.

The General Secretary of Rotary International shall mail a copy thereof to the secretary of each club not later than one hundred twenty (120) days prior to the date the Council shall be convened.

The General Secretary of Rotary International shall transmit directly to the Council all duly proposed amendments.

The Council shall consider and act upon each such duly proposed amendment and any proffered amendment thereof.

SECTION 4 Article I (Name) and Article II (Territorial Limits) of this constitution may be amended at any regular meeting of this club a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the Board of Directors of Rotary International for its approval and shall become effective only when so approved. In the event of reconsideration of a decision not to relinquish or share territory for the organization of an additional club, as directed by the district governor or Board of Directors of R.I., as provided in Article I, Section 1(d) of the By-laws of Rotary International a two-thirds vote is required to sustain the previous negative decision.

** As amended by 1986 Council on Legislation.*