

# CONSTITUTION OF THE ROTARY CLUB OF MARIN SUNRISE

## ARTICLE I

### Name

The name of this organization is the Rotary Club of Marin Sunrise.

## ARTICLE II

### Territorial Limits & Principal Office

**Section 1 - Territorial Limits** - The territorial limits of this corporation is:  
The County of Marin, the State of California.

**Section 2 – Address** - The business address for the transaction of the activities and affairs of the corporation is Post Office Box 5058 in the Town of Larkspur, California 94977. The Board of Directors may change the principal office by means of a By-Law

## 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

## Membership

Section 1 – General Qualifications - This Corporation shall be composed of adults of good character.

Section 2 – Kinds - This Corporation shall have three kinds of membership, namely: Active, Senior Active, Honorary and any other membership category as defined by Rotary International.

Section 3 – Dual Membership - No person shall simultaneously hold active, or Senior Active membership in this and another Rotary club.

Section 4 – Honorary Membership - A person who has distinguished himself or herself by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this corporation. 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 corporation; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the corporation. No honorary member of this corporation is entitled to any rights or privileges in any other Rotary club.

Section 5 – Public Office - Persons elected or appointed to public office for a specified time only shall not be eligible to/for active membership in this corporation under the classification of such office. This shall not apply to a person holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

Section 6 – Rotary International Employment This Corporation may retain in its membership any member thereof who enters the employment of Rotary International, so long as such person remains in such employment.

Section 7 – Voting Members - Active members shall have the right to vote, as set forth in this Constitution, on the election of officers, on the disposition of all or substantially all of the corporation's assets, or any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE V** Classification

Each active member of this corporation shall be classified in accordance with their business or profession. 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.

## **ARTICLE VI**

### Meetings of Members

Section 1 – Annual Meeting – An annual meeting of this corporation shall be held on the first Wednesday of December of each year at 7:15 a.m., unless the Board of Directors fixes another date or time and so notifies members as provided in Section 4 of this Article, at which time the election of officers to serve for the ensuing year shall take place.

Section 2 – Regular Meetings - This Corporation shall hold a regular meeting once each week. The regular weekly meetings of this corporation shall be held on Wednesday at 7:15 a.m. Due notice of any changes or in canceling of the regular meeting shall be given to all members of the corporation either orally at least three (3) days before the regular meeting date, or by written communication in accordance with Section 4 of this Article at least one week before such meeting. In an emergency or for good cause, the President or the Board of Directors of this corporation may change or cancel a regular meeting.

All members excepting an honorary member (or member excused by the Board of Directors of this corporation pursuant to Article VII, Section 3 of this Constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the members being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this corporation or at any other Rotary club.

Section 3 – Quorum - Two-thirds of the membership shall constitute a quorum at the annual and regular meetings of this corporation.

Section 4 – Notice of Annual Meeting - Notice of the annual meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, or by first-class or electronic mail and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation for purposes of notice.

## **ARTICLE VII**

### Attendance

**Section 1 – Attendance** - Every member of this corporation should attend its regular meetings. Members are expected to attend at least 60% of the scheduled meetings for each one half year. A member may make up a missed meeting at any time within 21 days before or after the usual time for the missed meeting. However, if a member is traveling outside his or her country of residence for a period exceeding fourteen days, he or she shall not be subject to the time restriction imposed by this section inasmuch as he or she may attend meetings in another country at any time during his or her travels, and such attendance shall count as a valid make-up for any regular meeting missed at this club during the member's time abroad.

**Section 2 – Notice of Make-Up** - Notice may be given by the member personally or by the secretary of the Rotary club visited.

**Section 3 – Exemptions** - A member's absence shall be excused if

(A) Such 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 of Directors approves such absence in which case such absence shall not be computed in the corporation's attendance record, or

(B) In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting journey or if that is impossible, in writing from that country. Before approving such absence, the Board of Directors shall satisfy itself that the journey will prevent the member from making up his or her absence.

(C) The member is a Senior Active member. That is, the person has been a member of one or more Rotary clubs and the aggregate of the member's years of age and years of membership is 85 years or more, and the member has submitted a written request to the Board of Directors, and the Board has approved the request.

## **ARTICLE VIII**

### Election of Directors and Officers

**Section 1 - Election of Officers** – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the corporation for president, president-elect, secretary, treasurer, and sergeant-of-arms. The nominations may be presented by a nominating

committee, and such committee shall be appointed as the corporation may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president - elect, president-elect-elect, secretary, treasurer, and sergeant-of-arms receiving the majority of the votes shall be declared elected to their respective offices. The president-elect in such balloting shall serve as a member of the Board of Directors as president-elect for the year commencing on the first day of July next following his or her election as president-elect, and shall assume office as president on the first day of July immediately following his or her year of service on the Board of Directors as president-elect.

Section 2 - Board Vacancy – A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 3 - Officers or Directors–Elect – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

## **ARTICLE IX**

### Board of Directors

Section 1 - Board of Directors – The governing body of this corporation shall be the Board of Directors, consisting of twelve members of this corporation namely the president, president-elect, immediate past president, secretary, treasurer, and sergeant-of-arms, elected in accordance with Article VII, Section 1, the Directors of committees of the Five Avenues of Service as provided for in Article XV, Section 1A, of this Constitution, and a director-at-large appointed by the president.

Section 2 - Decisions Final – Except as herein otherwise specifically provided the decision of the Board of Directors in all corporation matters shall be final, subject only to an appeal of the members. Appeal may be taken from any decision of the Board of Directors to the members. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board of Directors, a quorum being present, notice of such appeal having been given by the secretary to all members at least five (5) days prior to such meeting.

Section 3 - Meetings – Regular meetings of the Board of Directors shall be held on the second Wednesday of each month. Special meetings of the Board of Directors, shall be called by the president, whenever deemed

necessary, or upon request of two (2) members of the Board, due notice having been given.

Section 4 – Place of Meetings - Meetings of the Board of Directors shall be held at any place within or outside California in the notice of the meeting, or if not so designated, at the principal office of the corporation.

Section 5 – Manner of Giving Notice - Notice of the time and place of special meetings shall be given to each director by either of the following methods:

- (A) By telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director.
- (B) By electronic means.
- (C) Personal contact

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

- (A) Time Requirements. Notices shall be delivered at least 48 hours before the time set for the meeting.
- (B) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 6 – Quorum - A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to:

- (A) Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (B) Approval of certain transactions between corporations having common Directorships;

(C) Creation of appointments to committees of the Board of Directors; and

(D) Indemnification of Directors. A meeting at which a quorum was initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7 – Waiver of Notice - Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of the meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 8 – Adjournment - A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9 – Notice of Adjourned Meeting - Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

## **ARTICLE X**

### Duties of Officers

**Section 1 – President** - It shall be the duty of the president is to preside at meetings of the corporation and Board of Directors and to perform such other duties as ordinarily pertain to the office of president. The president shall be elected, as provided in this Constitution, 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. The president 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 a successor shall have been elected and qualified and appoint Directors of the standing committees as provided for in Article XV, Section 1 of this Constitution.

**Section 2 – President Elect** - It shall be the duty of the president-elect to serve as a member of the Board of Directors of the corporation, and to perform such other duties as may be prescribed by the president or the Board.

**Section 3 – Immediate Past President** - It shall be the duty of the immediate past president to serve as a member of the Board of Directors of the corporation, to perform such other duties as may be prescribed by the president or the Board and to preside at meetings of the corporation and the Board of Directors in the absence of the president

**Section 4 – Secretary** - It shall be the duty of the secretary to keep the records of membership, assure attendance of meetings is recorded, send out notices of meetings of the corporation, Board of Directors and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the General Secretary on October 1st and April 1st of each active member who has been elected to membership in the corporation since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the corporation's meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of the secretary.

**Section 5 – Treasurer** - It shall be the duty of the treasurer to have custody of all funds, accounting for them to the corporation annually and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to the office of treasurer. Upon retirement from office the treasurer shall turn over to his or her successor or to the president all funds, books of accounts or any other corporate property in his or her possession.

**Section 6 – Sergeant-at-Arms** Duties of the sergeant-at-arms shall be such as are usually prescribed for the office of sergeant-at-arms and such other duties as may be prescribed by the president or the Board of Directors.

**Section 7 – Term of Office** Each officer elected as provided in this Constitution, except as may 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.

**Section 8 – Qualification** Each officer and each director shall be an active member in good standing of this corporation. The president-elect must attend the District Presidents-Elect Training Seminar and the District Assembly. If for good reasons such officer cannot attend, the District Leadership conference, such officer should send a designated representative from the corporation whose duty it will be to report back to such officer.

## **ARTICLE XI**

### Admission Fees and Dues

Section 1 Admission - Every active member of this corporation shall pay an initiation fee and prorated annual dues as set forth by the Board of Directors in the By-laws.

Section 2 - Initiation Fee - The initiation fee and prorated annual dues shall be paid before the applicant can qualify as a member.

Section 3 - Dues - The membership annual dues shall be payable in the manner and timing as indicated in the By-laws. A portion of the annual dues shall be applied to each member's subscription to *THE ROTARIAN* magazine.

## **ARTICLE XII**

### Voting

Section 1 – Method of Voting - The business of this corporation shall be transacted by a voice vote except the election of officers which shall be by ballot.

Section 2 – Voting - Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

## **ARTICLE XIII**

### Method of Electing Members

#### Procedure

(A) The name of a prospective member, proposed by an active member of the corporation or by the membership development committee, shall be

submitted to the Board of Directors and the corporation secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(B) The Board of Directors shall inquire as to the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(C) The Board of Directors, after considering and approving or disapproving the proposed member, shall then notify the proposer of its decision.

(D) If the decision of the Board of Directors is favorable, the proposer, together with one or more members of the Rotary Membership committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the corporation, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for his or her name and proposed classification to be published to the corporation.

(E) The proposed member's application will be communicated to the membership. If no objection to the proposal, stating reasons, is received from any member of the corporation within ten (10) days following publication of the name of the prospective member, the prospective member upon payment of fees and dues as prescribed in Article XI of this Constitution, shall be considered to be elected to membership.

(F) If any objection has been filed with the Board of Directors, the Board shall consider the same at any regular or special meeting of the Board of Directors and shall ballot on the proposed member. If three or less negative votes are cast by the members of the Board of Directors, the proposed member, upon payment of fees and dues as prescribed in the By-Laws of this corporation, shall be considered elected to membership.

Following the member's election to membership as herein provided, the secretary shall report his or her name to the General Secretary of Rotary International. The member shall be formally introduced as a new member at the next regular meeting of the members.

## **ARTICLE XIV**

### Duration of Membership

Section 1 – Period - **Membership** shall continue during the existence of the corporation unless terminated as hereinafter provided.

Section 2 – How Terminated - **Membership** shall automatically terminate when:

(A) A member ceases to have the necessary qualifications for membership, except that by permission of the Board of Directors, an active member moving from the territorial limits of the corporation, may be given special leave of absence to enable such member to visit and become known to a Rotary club in the community to which such member moves, and continues to comply with the attendance and all other conditions of Rotary membership.

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

Section 3 – Termination – Non-payment of Dues - Any member failing to pay their dues within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at the member's last known address. If the dues are not paid on or before ten (10) days from the date of notification, said membership shall automatically terminate. Such former member, at the discretion of the Board of Directors, may be reinstated to membership upon petition by the former member, and upon the payment of all indebtedness of such former member to the corporation.

Section 4 – Termination – Non-attendance - The membership of any member other than an honorary member of this corporation shall automatically terminate if without the consent of the Board of Directors for good and sufficient reasons, such member fails:

(A) To attend or make up four consecutive regular meetings, or

(B) To attend or make up at least sixty (60) percent of the regular meetings in each half year.

Section 5 – Termination for Other Causes -

(A) The membership of any member who shall cease to have the qualifications for membership in this corporation may be terminated by the

Board of Directors by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(B) The membership of any member may be terminated by the Board of Directors, for a reason that the Board of Directors 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 of Directors a written answer. Such member shall also have the privilege of appearing before the Board of Directors to state his or her case. Service of such notice shall be made by personal delivery or by registered letter to the last known address of such member.

(D) In case of a decision to terminate membership the secretary shall, within seven (7) days after the decision of the Board of Director's decision, notify the member in writing of the decision of the Board of Directors. Such member may, within fourteen (14) days after the date of such notice, give written notice to the secretary of his or her intention to either appeal to the members or to arbitrate as provided in Article XXI of this Constitution. In the event such member appeals, the Board of Directors shall set a date for the hearing of the appeal at a regular weekly meeting of the corporation, 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 meeting and its special business shall be given in writing to every member of the corporation, and only members of the corporation shall be present when such appeal is considered at such meeting.

(E) The action of the Board of Directors shall be final if no appeal to the general membership is taken and no arbitration is requested. If an appeal is taken, the action of the members of the corporation shall be final.

Section 6– Resignation - The resignation of any member from the corporation shall be in writing addressed to the president or secretary.

Section 7– Forfeiture of Property Interest – Any person whose membership in this corporation has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the corporation.

## **ARTICLE XV**

### **Leave of Absence**

Upon written application to the Board of Directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the corporation for a specified length of time, not to exceed six months. This leave of absence shall not exclude them from the responsibility of paying dues.

## **ARTICLE XVI**

### Committees

#### Section 1 – Committees

(A) The president shall, appoint Directors of the following standing committees representing the Five Avenues of Service:

Club Service Committee  
Vocational Service Committee  
Community Service Committee  
International Service Committee  
New Generation Service Committee

(B) The president shall, subject to the approval of the Board of Directors, also appoint committees on particular phases of Club Service, Community Service, International Service and New Generation Service as the president may deem necessary.

(C) Committees shall each consist of, in addition to the committee director, not less than two (2) other club members appointed by the director of the committee. The director of each committee shall establish such other subcommittees and appoint other members as appropriate to accomplish the duties of the committees. Subcommittees may consist of only a chair.

(D) The president and president-elect shall be ex-officio members of all committees and, as such, shall have all of the privileges of membership thereon.

(E) Each committee shall transact such business as is delegated to it in this Constitution and such additional business as may be referred to it by the president or the Board of Directors.

(F) Except where special authority is given by the Board of Directors, such committee shall not take action until a report has been made to the Board of Directors and approved by the Board of Directors.

#### Section 2 – Club Service Committee

The Club Service Committee shall devise and carry into effect plans that will guide and assist the members of this corporation in discharging their

responsibilities in matters relating to Club Service. It shall consist of the leaders of the following areas of responsibility:

(A) Attendance Subcommittee. This subcommittee shall devise means for encouraging attendance at all Rotary meetings of this corporation, other Rotary corporations and meetings of district and larger Rotary organizations.

(B) Club Bulletin Subcommittee. This subcommittee shall endeavor, through the publishing of a weekly bulletin, to stimulate interest and improving attendance, announce the program of the forthcoming meeting, relate the highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the corporation.

(C) Fellowship Activities Subcommittee. This committee shall promote acquaintance and friendship among the members and promote participation by members in organized Rotary recreational and social activities.

(D) Membership Subcommittee. This subcommittee shall consider all proposals for membership from the personal side and shall investigate the character, business, community standing and general eligibility of all persons proposed for membership, and shall report its decisions on all applications to the Board of Directors. This committee shall take positive action to:

- (1) Develop talents and interests of members,
- (2) Move a member from red to blue badge status, to give prospective members information about the privileges and responsibilities of membership in a Rotary club,
- (3) Give members, especially the new members, adequate understanding of the privileges and responsibilities of members of Rotary,
- (4) Give the members information about Rotary, its history, object, scope, activities, and
- (5) Give the members information as to the developments in the administrative operation of Rotary International.

(E) Program Subcommittee. This subcommittee shall prepare and arrange programs for the regular and special meetings of the corporation.

(F) Fundraising Subcommittee. This subcommittee shall devise and carry into effect plans for fundraising and appoint members to be responsible for individual fundraising projects.

(G) Public Relations Subcommittee. This subcommittee shall devise and carry into effect plans:

- (1) To give the public general information about Rotary, its history, object and scope; and
- (2) To secure proper publicity for the corporation.

**Section 3 – Vocational Service Committee.** The Vocational Service Committee shall devise and carry into effect plans which will guide and assist the members of this corporation in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. Vocational Service embodies Rotary's focus on service through our professions and workplaces. Projects can include anything from mentor or job-shadow programs with students, to programs that encourage ethical business practices and community service among businesses, to having members speak about their businesses and professions at meetings. Business networking among Rotarians is another way to foster community, to encourage success among Rotarians who can then pass it on in the way of contributions. It is also a way to attract potential Rotarians. New professionals are usually looking for ways to network in the community, and networking organizations such as Rotary Means Business offer a benefit for them to be known to more people. The director of this committee shall be responsible for the Vocational Service activities of the corporation.

**Section 4 – Community Service Committee**

The Community Service Committee shall devise and carry into effect plans that will guide members of this corporation in discharging their responsibilities in their community relationships. The director of this committee shall be responsible for the Community Service activities of the corporation.

**Section 5 – International Service Committee** The International Service Committee shall devise and carry into effect plans that will guide and assist the members in discharging their responsibilities in matters relating to international service. The director of this committee shall be responsible for the international service activities of the corporation.

**Section 6 – New Generation Service Committee** The New generation Committee shall devise and carry into effect plans which will guide and assist the members of this corporation in discharging their responsibilities to foster responsible development of youth and young adults and promote their constructive involvement in the community. The director of this committee shall be responsible for the New Generation Service activities of the corporation.

=

## **ARTICLE XVII**

### Finances

Section 1 – The treasurer shall be the chief financial officer. The treasurer shall deposit all funds of the corporation in a commercial bank to be named by the Board of Directors.

Section 2 – All bills less than \$100 shall be paid only by check signed by the treasurer. All bills greater than \$100 shall be paid only by check signed by the treasurer and one other of the following: president, president-elect or secretary upon vouchers signed by at least one member. A review by an accountant or other qualified person or audit by a certified public accountant shall be made once each year of all the corporation's financial transactions.

Section 3 – Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the corporation, cost of the bond to be borne by the corporation.

Section 4 – The fiscal year of this corporation shall extend from July 1st to June 30th. The payment of pre-capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5 – At the beginning of each fiscal year the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board of Directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

## **ARTICLE XVIII**

### 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 corporation, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a corporation meeting for the enlightenment of its members in forming their individual opinion. However, this corporation shall not express an opinion on any pending public measure.

Section 2 – This Corporation shall not endorse or recommend any candidate for public office and shall not discuss at any meeting the merits or demerits of any such candidate.

Section 3 –

(A) This corporation shall neither adopt nor circulate resolutions or views, nor take corporate action dealing with world affairs or international policies of a political nature.

(B) This corporation 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.

(A) This club will strive to emphasize aspects of Rotary service during a special week of celebration commencing on the anniversary of Rotary's establishment. This week, commencing on February 23rd of each year, shall be known as World Understanding and Peace Week.

(B) While the special week will provide opportunity to reflect upon past achievements, it is appropriate to focus upon programs of peace, understanding and goodwill within the community and throughout the world.

### **ARTICLE XIX**

#### Rotary Magazine

Members of this corporation, by acceptance of such membership, voluntarily subscribes to the official magazine or to the approved regional magazine prescribed for this corporation by the Board of Directors of Rotary International. A member's subscription shall be handled in six (6) month periods and shall continue as long as such person is a member of the corporation and to the end of any six (6) month period during which such person may cease to be a member of the corporation.

### **ARTICLE XX**

#### Acceptance of Object and Compliance with Constitution and By-laws

A member by payment of his initiation fee and dues thereby accepts the principles of Rotary as expressed in its objectives and agrees to comply with, and be bound by, this Constitution and the By-laws of this corporation, and on these conditions alone is entitled to the privileges of the Corporation. No member shall be absolved from the observance of this Constitution and the By-laws of this Corporation on the plea that such person has not received a copy of them.

## **ARTICLE XXI**

### Arbitration

Should any dispute arise between any member or members, or a former member or members, and the corporation or any officer or the Board of Directors of the corporation, relative to membership, or to any alleged breach of the Constitution or By-laws, or the expulsion of any member from the corporation, 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. Every party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or 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.

## **ARTICLE XXII**

### Resolutions

No resolution or motion to commit this corporation on any matter shall be considered by the members until it has been considered by the Board of Directors. Such resolutions or motions, if offered at such meeting, shall be referred to the Board of Directors without discussion.

## **ARTICLE XXIII**

### Amendments

This Constitution may be amended at any regular meeting, a quorum of one half of the membership being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to this Constitution can be made which is not in harmony with the Standard Rotary Club Constitution and with the Constitution and By-laws of Rotary International.

## **KNOWN ALL PEOPLE BY THESE PRESENTS:**

I, the undersigned, the duly elected Secretary of the ROTARY CLUB OF MARIN SUNRISE, a California nonprofit mutual benefit corporation, hereby certify: That the within and foregoing Constitution was adopted as the Constitution of the

corporation on \_\_\_\_\_, 20\_\_\_\_, and the same do now constitute the Constitution of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Secretary

DRAFT