

**Constitution
of the
Rotary Club of Toledo**

Membership Approved
May 1, 2023

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ARTICLE I NAME

The name of this organization shall be the Rotary Club of Toledo, Ohio (Member of Rotary International).

ARTICLE II TERRITORIAL LIMITS

The territorial limits of this Club shall be: Toledo, Ohio and vicinity, except those areas released to other Rotary Clubs, provided, however, that the Rotary Club of Toledo retains the right to hereafter select and admit members from the territory thus released whose business, executive duties, or professional activities are of a scope to include the City of Toledo and vicinity.

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:

- (a) The development of acquaintance as an opportunity for service;
- (b) High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying by each Rotarian of their occupation as an opportunity to serve society;
- (c) The application of the ideal of service by every Rotarian to personal, business, and community life;
- (d) The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional people united in the ideal of service.

ARTICLE IV PURPOSES

The purposes of this Club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service (Club, Vocational, Community, International and New Generations), contribute to the advancement of Rotary by strengthening membership, support the Rotary International Foundation and the Toledo Rotary Club Foundation, and develop leaders beyond the club level.

ARTICLE V MEETINGS

Section 1. Regular Meetings

- (a) This Club shall meet regularly once each week on the day and at the time provided in its By-Laws.
- (b) For good cause, the President or 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.

(c) The President or Board of Directors may cancel a regular meeting for good cause. The President or Board of Directors of this Club may cancel not more than four (4) regular meetings in anyone Rotary year, provided that the Club should not cancel more than three (3) consecutive meetings.

Section 2. Annual Meetings

The annual meeting for the election of directors and officers shall be held as provided in the By-Laws.

ARTICLE VI MEMBERSHIP

Section 1. General Qualifications

This Club shall be composed of adult persons of good character and who have an excellent business and professional reputation.

Section 2. Kinds

This Club shall have seven (7) kinds of membership, namely: active, senior active, past service, corporate, senior, honorary and discretionary.

Section 3. Active Membership

This Club may admit to active membership a person who is:

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

(b) holding an important position in an executive capacity in any worthy and recognized business or profession; or

(c) 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; or

(d) demonstrating good character, integrity, leadership and possessing a good reputation within their business, profession, and/or community; and

(e) personally and actively engaged in the business or profession in which they are classified in the Club and having their place of business or residence within the territorial limits of the Club.

Section 4. Senior Active Membership

(a) Active members of this Club or past service members whose combined active and past service membership in one or more clubs conform with the service requirements as hereinafter set forth, (i) who have been a member of one or more clubs for a total of fifteen (15) or more years, or (ii) who are of the age of sixty (60) or more having been a member of one or more clubs for a total of ten or more years, or (iii) who are of the age of sixty-five (65) or more having been a member of one or more clubs for a total of five (5) or more years, or (iv) who are present or past officers of Rotary International, may, at their

option, become senior active members of this club by notifying the Secretary/Treasurer in writing of their intention to do so and upon approval of the Board of Directors.

(b) Any active member of our club who is of the age of sixty-five (65) or more after having been an active member of one (1) or more clubs for a total of five (5) or more years shall automatically become a senior active member.

(c) This Club may elect to senior active membership any former member of any club who was a senior active member or who was eligible to become a senior active member at the time such former member ceased to be a member of a club.

(d) A senior active member shall have all the rights, privileges, and responsibilities of membership;

(e) This Club may admit to membership a qualified person in the business or professional classification in which such senior active member may be engaged.

Section 5. Past Service Membership

(a) A person who has retired from active business or professional life but who is otherwise qualified for Rotary club membership under Article VI, Sections 1 and 3 of this Constitution, including having held a qualifying position level, may be elected to past service membership. A past service member shall be required to pay an admission fee unless such member was formerly an active member of this club.

(b) Active members who became ineligible for active membership because of retirement from active business or professional life: (i) are eligible for past service membership if they have held active membership in one or more Rotary clubs for three (3) or more years; (ii) may, by action of the Board of Directors of this Club, be elected to past service membership in this Club if they have held active membership in one or more Rotary clubs for less than three (3) years.

(c) Such former members may be elected to past service membership at the time of, or any time subsequent to, the termination of their active membership in a club provided they have meet all other qualifications for past service membership.

(d) A past service member shall have all the rights, privileges, and responsibilities of an active member.

Section 6. Corporate Memberships

(a) At its sole discretion, the Board of Directors in consultation with the Council of Past Presidents may establish the criteria, admission fee and membership dues for corporate memberships.

(b) A Corporate Membership shall provide an opportunity for a company to have one primary member and one secondary corporate member. A Corporate Member may designate additional corporate secondary members for a fee, as determined by the Board. In order for a company to qualify for a corporate membership it must serve as a preeminent, worthy, and/or recognized business or professional firm in the community as determined by the Board of Directors.

(c) The primary member shall be a senior level, locally based executive engaged in the company as an executive officer, corporate officer, or manager, who shall enjoy all of the rights and responsibilities of a regular member. The primary member shall select a candidate to fulfill the corporate secondary membership, subject to the candidate satisfying the club membership criteria. The corporate secondary member shall enjoy all of the rights and responsibilities of a regular member. Such corporate secondary membership shall remain with the corporation should its members leave the corporation.

Section 7. Senior Membership

(a) Former active members of our Club for five (5) years who, because of prolonged illness, are unable to attend the meetings of the Club, may, upon their request and with the approval of the Board of Directors, become Senior members.

(b) Senior members shall have no vote, shall not be eligible to hold any office in the Club; shall have no interest in any property of the Club; but shall be entitled to all meetings and to enjoy all other benefits of the Club. Dues of a Senior member may be waived at the discretion of the Board of Directors.

(c) A Senior member shall not be entitled to rights or privileges in any other Club other than the Rotary Club of Toledo, Ohio.

Section 8. Honorary Membership

(a) Eligibility. Persons (who may or may not be members of the Rotary Club of Toledo) who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this Club. Persons may hold honorary membership in more than one club.

(b) Rights and Privileges. 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 have no interest in any Club property, but shall be entitled to attend all meetings and to enjoy all other privileges of the Club. No honorary member of this Club is thereby entitled to any rights or privileges in any other club.

(c) Honorary Memberships. Honorary Memberships shall be reviewed on or before the thirtieth (30th) day of June each year. Honorary memberships may or may not be renewed at the discretion of the Board of Directors.

Section 9. Discretionary Membership.

(a) Determination. The Board, at its discretion, may extend invitations to individuals who have achieved certain community honors or distinctions to become discretionary members for a period of time not to exceed one (1) year.

(b) Rights and Privileges. Discretionary 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 have no interest in any Club property, but shall be entitled to attend all meetings and to enjoy all other privileges of the Club. No discretionary member of this Club is thereby entitled to any rights or privileges in any other club.

Section 10. Public Office

An active member of this Club who is elected or appointed to public office for a specified period may, during the period in which he/she holds such office, continue as such active member in the Club

Section 11. Non-Discrimination

Membership in this Club shall not be limited on the basis of gender, race, color, creed, or national origin.

ARTICLE VII CLUB MEMBERSHIP COMPOSITION

Section 1. General Provisions. Each member shall be classified in accordance with the member's business, profession, occupation or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The Board may adjust a member's classification if the member changes positions, professions or occupations.

Section 2. Diverse Club Membership. The Club's membership should represent a cross section of the businesses, professions, occupations and civic organizations in its community.

ARTICLE VIII ATTENDANCE

Section 1. Attendance Provisions

Each member should attend this Club's regular meetings. A member shall be counted as meeting the attendance requirements of this Club for a position on the Board, or for election as a Vice President, if such member is present for at least sixty percent (60%) of the regular meetings of this Club each half year or makes up for an absence in one of the following ways:

- (a) If at any time within fourteen (14) days before or after the usual time for that meeting such member:
- attends a meeting of another club, or is present 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 that time or place, or
 - attends a convention or meeting of RI or any organizational subsidiary of RI or is otherwise on Rotary business as approved by the Board of Directors,
 - except that where a member is traveling outside the U.S. for a period exceeding fourteen (14) days, the time restriction shall not be imposed by this subsection inasmuch as a member may attend meetings in another country at any time during the period of travel, and each attendance shall count as a valid make-up for any regular meeting missed at this Club during the member's time abroad, or

- (b) If at any time, a member:
- participates in a service project as may be recognized by the Board of Directors; or
 - attends a club committee meeting. (Limitation: credit for committee meeting attendance is limited to one per quarter.)

Section 2. Notice of Make-up

In the cases set out in subsection (a) and (b) of Section 1 of this Article VII, the member shall only be counted as being in attendance if notice of the fact is given by the member personally to the Club or by the secretary of the club visited.

Section 3. Excused Absences

(a) A member's absence may be excused if:

(i) the absence is caused by protracted ill health or impairment or other good cause and the Board approves such absence; or

(ii) the absence is caused by a stay of more than two (2) weeks in another country or other good cause and notice is provided to the Secretary/Treasurer; or

(iii) a member is a senior active member and the sum of the member's years of age and membership in one or more clubs is eighty-five (85) years or more and the member has notified the Club's Secretary/Treasurer in writing of the member's desire to be excused from attendance and the Board has approved.

(b) Any member whose absences are excused under the provisions of subsections (i) or (iii), above, shall not be included in the membership number used to compute the Club's attendance.

ARTICLE IX DIRECTORS AND OFFICERS

Section 1. Board of Directors

(a) The governing body of this Club shall be a Board of Directors constituted as the By-Laws of the Club may provide.

(b) The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. The decision of the Board in all Club matters shall be final, subject only to arbitration, as provided for in Article XIV, or an appeal to the Club membership. It shall also constitute a board of appeal from the rulings of all officers and actions of all committees. If appealed to the membership, a decision shall be reversed only by a two-thirds ($\frac{2}{3}$) vote of the members present, at a regular meeting to be specified by the Board of Directors, provided a quorum is present and notice of the appeal has been given by the Secretary/Treasurer to members of the Club at least five days in advance of the meeting.

Section 2. Officers

The officers of this Club and their duties are as provided for in the By-Laws of the Club.

Section 3. Qualifications

Each officer and each director shall be an active, corporate active, past service, or senior active member in good standing in this Club.

Section 4. Election and Term of Office

(a) Each director shall be elected as provided in the By-Laws of the Club and shall take office on July 1 following their election. Directors elected to serve in office beginning in July 2020 and thereafter shall serve in office for a three (3) year term or until a successor has been elected and qualified.

(b) Officers shall be elected as the By-Laws of the Club provide, shall take office on July 1 following

election, and shall serve in office for one (1) year or until a successor has been elected and qualified.

The President-Elect shall attend a Presidents-Elect Training Seminar (PETS) and the District Assembly unless excused by the Governor-Elect. If so excused, the President-Elect shall send a designated club representative who shall report back to the President-Elect.

(c) No director shall be elected to more than one (1) consecutive full term to the Board of Directors.

(d) No officer except the Secretary/Treasurer shall be elected to more than one (1) consecutive full term and the Secretary/Treasurer shall be limited to three (3) consecutive full terms in this office.

ARTICLE X ADMISSION FEE AND DUES

Every member of this Club, except for Honorary members, as defined in Article VI, Section 8, shall pay an admission fee and annual dues in such sums as may be prescribed in the By-Laws of this Club except that a member who previously held active membership in this Club shall not be required to pay a second admission fee, as provided in Article XI, Section 3.

ARTICLE XI DURATION OF MEMBERSHIP

Section 1. Period

Membership shall continue during the existence of this Club unless terminated as hereinafter provided or by death.

Section 2. How Terminated

(a) Membership shall be terminated when a member no longer meets the necessary qualifications for membership, except:

(i) active members who no longer meet the necessary qualifications for membership, through no fault of their own, may, depending on their years of membership as provided for in Article VI, Section 5(b) of this Constitution, by action of the Board of Directors of this Club or automatically, be elected to past service membership; or

(ii) by permission of the Board, active members may be given a leave of absence for a period not to exceed one year to enable them to visit and become known in a Rotary Club in the community to which they move, providing they continue to comply with attendance and all other conditions of Rotary membership.

(b) If and when past service members re-enter active business or professional life, they may be reinstated as active members.

Section 3. How to Rejoin

When the membership of an active member has terminated, such person may make a new application for membership. If elected to membership within five (5) years after their membership was terminated, a second admission fee shall not be required.

Section 4. Termination – Non-Payment of Dues

(a) The Board of Directors shall establish policies and procedures for the notification of members who are delinquent in the payment of dues, and for the termination of such members who fail to pay within a time designated by the Board.

(b) Such former member, at the discretion of the Board, a member who has been terminated for non-payment of dues may be reinstated to membership upon petition and upon the payment of all indebtedness to the Club.

Section 5. Termination for Other Causes

(a) The membership of any member who shall cease to have the stated qualifications for membership in Rotary or for a reason which the Board of Directors may deem to be sufficient may be terminated by the Board of Directors by the votes of not less than two-thirds ($\frac{2}{3}$) of the members thereof, at a meeting called for that purpose.

(b) In such a case, the affected member shall be given at least ten (10) days' notice in writing of such pending action. Service of such notice shall be made by personal delivery or certified mail to the member's last known address.

(c) In case of such decision to terminate membership, the Secretary/Treasurer or Executive Director shall, within seven (7) days after the date of the Board's decision, notify the member in writing of the decision of the Board. Such former member may, within fourteen (14) days after the date of such notice, submit in writing to the Secretary/Treasurer or Executive Director, notice of intent either to appeal to the Club or to arbitrate as provided in Article XIV of this Constitution. In the event the member elects to appeal, the Board of Directors shall thereupon set the 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 at such meeting.

(d) If no appeal to the Club is taken and no arbitration is requested, the action of the Board shall be final. If an appeal is taken, the action of the Club membership shall be final.

Section 6. Resignation

The resignation of any member from this Club shall be in writing (addressed to the President, Secretary/Treasurer or Executive Director) and shall be accepted by the Board of Directors, provided that all indebtedness of said member to the Club has been paid, unless waived by the Board of Directors for good cause.

Section 7. Property Interest – Forfeiture

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 XII
COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS**

(a) The general welfare of the community, the nation, and the world is of concern to the members of this Club and the merits of any public question involving such welfare may be fairly and intelligently studied and discussed before a Club meeting for the enlightenment of its members in forming their individual opinions.

(b) This Club shall not endorse or recommend any candidate for public office or ballot issue.

**ARTICLE XIII
ROTARY MAGAZINE**

Acceptance of membership in this Club shall be a declaration by each person, so doing, that they voluntarily become a subscriber to the monthly publication of Rotary International. The subscription shall continue as long as they are a member of the Club.

**ARTICLE XIV
ACCEPTANCE OF PRINCIPLES OF ROTARY
AND THE CONSTITUTION AND BY-LAWS**

A member, by payment of admission fee and dues, thereby accepts the principles of Rotary as expressed in its objects and submits 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 they have not received a copy of them.

**ARTICLE XV
ARBITRATION**

Should any dispute at any time arise between any member or members, or a past member or members, and the Club, or any officer or the Board of Directors 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 matter in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. 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 XVI
BY-LAWS**

This Club shall adopt By-Laws not inconsistent with the Constitution and By-Laws of Rotary International and this Constitution, embodying additional provisions for the government of this Club,

which adoption shall be by a majority vote of the members of the Club present and voting and may be amended from time to time in accordance with the provisions therein contained.

ARTICLE XVII AMENDMENTS

Amendments to this constitution shall be made only at a regular meeting of the Club, a quorum being present, by a two-thirds ($\frac{2}{3}$) vote of all members present, provided that the members shall be notified in writing or electronically of proposed amendments at least ten (10) days before such meeting.