

ROTARY CLUB OF NAIROBI
CONSTITUTION

CONSTITUTION

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Note:

1. *The above Constitution has been fully adopted in accordance with the by-laws of Rotary International which provides that each club admitted to membership in RI shall adopt this prescribed Club Constitution.*

2. *However throughout the Constitution the word “President” used in whatsoever context shall be read as “Chairman “.*

ROTARY CLUB OF NAIROBI
CONSTITUTION

Article I - Name

The Name of this organisation shall be The Rotary Club of Nairobi (Member of Rotary International).

Article II - Territorial Limits

The Territorial limit of this club is the City of Nairobi.

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 of each Rotarian's occupation as an opportunity to serve society;

Third: The application of the ideal of service in each Rotarian's personal, business and community life;

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

Article IV - Meetings

Section 1:

1. This Club shall hold a regular meeting once each week on the day and at the time provided in its bylaws;
2. In an emergency or for good cause, the board of directors of his 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;
3. 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. The board of directors of this Club, at its discretion, may cancel not more than two regular meetings in any one Rotary year for causes not otherwise specified herein provided always that the Club should not fail to meet for more than two consecutive meetings.

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 Qualifications: 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 memberships, namely: active, senior active, past service and honorary.

Section 3

Active Membership: A person possessing the qualifications set forth in Article V, Section 3 of the RI constitution may be elected to active membership in this Club. A person possessing the qualifications for active membership, but who is in the same classification of business or profession as an active member of this Club, may be elected as an additional member under the provisions of this section. Such additional persons are active members with all the privileges of active membership. However, such additional persons shall not be holders of their classifications and may not propose other additional active members under their own classifications.

Section 4

Categories of Additional Active Members: This Club may elect three categories of additional active members. This Club may have one additional active with the same classification in each of the three categories.

- a) ***First Category - Same Classification as Proposer.*** An active member may propose to active membership a person who is actively engaged in the same classification as that of the proposer.
- b) ***Second Category — Former Rotarian.*** An active member may propose to active membership a former member of a club, with the consent of the active member holding the classification, if the proposed member terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the territorial limits of the former club.
- c) ***Third Category — Former Rotarian.*** An active member may propose to active membership a former member of a Rotaract Club, with the consent of the active member who holds the classification. The former Rotaractor must live or work within the territorial limits of this club, have maintained membership in one or more Rotaract clubs for at least four years, and have terminated membership in the former Rotaract club due to reaching the age limit for membership or relocating outside the territorial limits of the former Rotaract club.
- d) ***Change in Classification Holder.*** All additional active members must have the same classification as one of the active members of this club, who is the holder of the classification. If the active member holding the classification ceases to hold the classification for any reason, including a transition to senior active or past service membership, then one of the additional members with the same classification will become the holder of the classification, if there is only one additional active member with such classification, the additional active automatically becomes the classification holder. If there are two or three additional active members with such classification, then this Club elects one of them to be the classification holder, and the other member(s) remain as additional actives.

Section 5 - Senior Active Membership

- a) ***General Qualifications.*** Any active or past service member shall automatically become a senior active member where such member's combined active or pst service membership in one or more clubs includes: a total of at least 15 years membership; a total of at least ten years where the member has attained age of at least 60 years; a total of at least five years

where the member has attained the age of at least 65 years; or, where the member is a present or past officer of RI.

- b) **Former Members.** This Club may elect to senior active membership any former member of any club who was a senior active member or eligible to become a senior active member at the time such membership was terminated.
- c) **Rights and Privileges - Limitations of Senior Active Members/up.** Senior active members shall have all the rights, privileges and responsibilities of an active member, except that they neither hold classifications nor have the right to propose additional active members.
- d) **Successor to Senior Active.** 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 Membership. A past service member is one who has all the rights, privileges and responsibilities of an active member except that such member shall not represent a classification or have the right to propose an additional active member under sections 3 and 4 above.

- a) **Eligibility for Past Service Membership.** The following individuals are eligible for past service membership:
 - i. **Past Service Membership - Retirement.** A person who has retired from active business or professional life but who is otherwise qualified for Rotary Club membership under Article V, Section 3, of the RI constitution, including having held a qualifying position level, may be elected a past service member.
 - ii. **Past Service Membership — Loss of Classification.** Active members who have lost their classifications through no fault of their own may be elected to past service membership by this club's board of directors.
- b) **Admission Fee Exemption.** Current or former members elected to past service membership in their clubs are exempt from paying a second admission fee.

Section 7

Dual Membership. No person shall simultaneously hold active, senior active or past service membership in this and another Club. No person shall simultaneously be a member and an honorary member in this Club.

Section 8

Honorary Membership.

- a) ***Eligibility for Honorary Membership.*** Persons 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. Such members shall not hold classifications, but shall be entitled to attend, all meetings and enjoy all the other privileges of this Club. No honorary member of this Club is entitled to any rights and privileges in any other club.

Section 9

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, provided that such representatives otherwise possess the qualifications as set forth in the constitutional documents.

Section 10

Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this Club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary. Active members who are elected or appointed to public office for a specified period may continue as such active members in their existing classifications during the period in which they hold such office.

Section 11

Rotary International Employment. This Club may retain in its membership any member employed by RI.

Article VI - Classifications

Section 1

Classifications:

- a) Each active member of this Club shall be classified in accordance with the member's business or profession.
- b) The classification of each active member of this Club shall be that which covers 'the principal and recognized activity of the firm, company or institution with which such member is connected or that which covers such member's 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 the member shall be allowed a hearing thereon.

Section 2

Limitations. The active membership shall consist of but one person 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 such member is present for at least 60 percent of the time devoted for the regular meeting or makes up for an absence in any of the following ways:

- a) If at any time within 14 days before or after the usual time for that meeting such member:
- i. attends at least 60 percent of the time devoted for the regular meeting of another club or of a provisional club, or
 - ii. by direction of this Club, attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or of a provisional Rotaract or Interact club or Rotary Village Corps, or
 - iii. attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board, the President acting for the board of RI, a Rotary multizone conference, a RI committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary Clubs, or
 - iv. 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 the time and place, or
 - v. except that where a member is travelling outside the member's country of residence for a period exceeding fourteen 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 such attendance shall count as a valid make-up for any regular meeting missed at this Club during the member's time abroad, or
 - vi. attends a club service project authorized by the board of this Club.
- b) If, at the time of such meeting, a member is:
- i. travelling with reasonable directness to or from one of the meetings mentioned in paragraph (a) (iii) of this section, or
 - ii. on Rotary business serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation, or
 - iii. on Rotary business serving as the special representative of the district governor in the formation of a new club, or

- iv. on Rotary business in the employ of RI, or
- v. directly and actively engaged in a district-sponsored or a RI or Rotary Foundation-sponsored service project in a remote area where the opportunity for making up attendance is completely impossible, or
- vi. engaged on Rotary business duly authorized by the board of this Club if this precludes attendance at a meeting of this club, or
- vii. working in bona fide circumstances within the member's own country of residence for extended periods on outposted assignments when, by mutual agreement between the member's home club and a nominated club, the member may attend such nominated club for a period of assignment, validated by an appropriate form of advice by the secretary of said club to the member's home club where such attendance shall be credited in the member's name.

Section 2

Notice of Make-up. In the cases set out in subsection (a) (ii), (a) (iii) or subsection (b) of Section 1 of this article, the member shall only be counted as being in attendance if notice of the fact is given by the member personally to the Club. In the cases set out in subparagraphs (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) (i) the absence is caused by protracted ill health or impairment or by stay of more than two weeks in a country in which Rotary clubs do not exist so that such member is physically unable to attend a regular meeting and the board approves such absence.
- (ii) in the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of his Club before starting the journey or, if that is impossible, in writing from that country. Before approving such absence, the board shall satisfy itself that the journey will prevent the member from making up an absence in accordance with section 1 (a) of this article, or

- (c) A member is a senior active member and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

The absences of members who fall into categories (a) (i) and (ii) above and whose absences have been excused shall not be included in the club's attendance records for the period in question. Members who fall into category (b) above shall not be included in the membership figure used to compute the club's attendance; further, neither their absences nor attendances shall be used for that purpose.

Article VIII - Directors and Officers

Section 1

The governing body of this Club shall be a board of directors to be constituted as the bylaws 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, 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, a treasurer, and a sergeant-at-arms, any or all of whom may or may not be members of the board as the bylaws of the club shall provide.

Section 4:

1. Each officer shall be elected as provided in the bylaws 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 election to office and shall serve for the term of office or until a successor shall have been elected and qualified.
2. The President shall be elected, as the bylaws of the Club may provide, within the period of not more than two years but not less than eighteen months prior to the day of taking office as President. The President shall be a director of the board and shall serve as President-elect for the year immediately preceding the year in which the term as President shall commence. The President shall take office on the first day of July in the Rotary year for which the President is elected to serve and shall serve for the period of election or until a successor shall have been elected and qualified.
3. 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 shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the President-elect shall send a designated representative from the Club whose duty it will be to report back to the President-elect.

Article IX - Admission Fees and Dues

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 bylaws 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
 - i. active members who, through no fault of their own, would otherwise lose their classifications may, by action of the board of directors of this club, be elected to past service membership; or
 - ii. by permission of the board, active members moving from the territorial limits of the Club may be given special leave of absence for a period not exceeding one year to enable them to visit and become known to a Rotary Club in the community to which they move, providing they are still active in the same classifications of business or profession and continue to comply with the attendance and all other conditions of Rotary membership; or
 - iii. by permission of the board, active members moving from the territorial limits of the Club may retain membership providing they are still active in the same classifications of business or profession and continue to comply with attendance and all other conditions of Rotary membership; or
 - iv. active members who would be losing their classifications without default on their part may retain their classifications and be given special leaves of absence for periods not exceeding one year to enable them to obtain new employment in their classifications or in new classifications providing they continue to comply with the attendance and all other conditions of Rotary membership. The termination of their membership would take effect only at the end of the period of leave granted to them.
- b) When past service members reenter active business or professional life, their memberships automatically become active memberships if the classifications are vacant. If the classifications are not vacant, they continue as past service members.
- 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, a second admission fee shall not be required.

Section 4

Termination — Non-Payment of Dues.

1. Any member failing to pay 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.
2. Such former member, at the discretion of the board, may be reinstated to membership upon the former member's petition, and upon the payment of all indebtedness to the Club, provided that no former member can be reinstated to active membership if the classification of the former member has been filled.

Section 5

Termination — Non-Attendance.

- a) Each member, other than an honorary member of this Club, must:
 - i. attend or make up at least 60 percent of club regular meetings in each half of the Rotary year;
 - ii. attend at least 30 percent of the regular meetings of this Club in each half of the Rotary year.

If such a member fails to attend as required above, that person's membership shall automatically terminate unless the board consents to such non-attendance for good and sufficient reason. If such member is a current officer of RI, that member shall be excused from attending the regular meetings of such member's club until the member's current term of office expires.

- b) 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, the member fails to attend or make up four consecutive club meetings.

Section 6

Termination of 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.
- 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. The member shall also have the privilege of appearing before the board to state the member's case. Service of such notice shall be made by personal delivery or by registered letter to the member's 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 the intention either to appeal to the Club or to arbitrate as provided in article XIV of this constitution. In the event of an appeal, 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 the former classification until the time of 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 opinions. 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.

Section 3

- a) This Club 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 Club shall not direct appeals to Clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4

Recognizing Rotary's Beginning.

1. This Club will strive to emphasize aspects of Rotary service during a special week of celebrations commencing on the anniversary of Rotary's establishment. The week commencing on 23 February of each year shall be known as World Understanding and Peace Week.
2. 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 XII - Rotary Magazines

Section 1

Unless this Club is excused by the board of directors of RI from complying with the provisions of this Article in accordance with the bylaws of R1, every active, senior active or past service member of this Club, by acceptance of such membership shall become, and so remain for the duration of such membership, a paid subscriber to the official magazine or to the approved magazine prescribed for this Club by the board of directors of R1. The subscription shall be handled in six (6) month periods and shall continue for the duration of membership in this Club and to the end of any six (6) month period during which membership may cease.

Section 2

The amount of subscription shall be collected by the Club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article XIII - Acceptance of Object and Compliance with Constitution and Bylaws

A member, by payment of an admission fee and dues, thereby accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws 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 bylaws on the plea that such member has not received a copy of them.

Article XIV - Arbitration

Should any dispute arise between any member or members, or a former 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 bylaws, 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.

Article XV - Bylaws

This Club shall adopt bylaws not inconsistent with the constitution and bylaws of RI (and the rules and procedure for an area administration where established) and with this constitution, embodying additional provisions for the government of this Club. Such bylaws may be amended from time to time as therein provided.

Article XVI - Interpretation

Throughout this constitution, pronouns of either the masculine or feminine gender shall include the other.

Article XVII - Amendments

Section 1

Time. Except as provided in Section 4 of this Article, the constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

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 of RI in Great Britain and Ireland, by the council on legislation, or by the board of directors of RI.

Section 3

Procedure.

1. Any proposal to amend this constitution shall be delivered to the general secretary of RI not later than 30 June in the year preceding that in which the council on legislation is to meet.
2. The general secretary of RI shall mail five copies of all duly proposed amendments to each governor, one copy to all members of the council on legislation and one copy to the secretary of any Club that requests it, no later than 31 December in the year the council shall be convened. The proposed amendments also will be made available via the Rotary World Wide Web home page. Resumés of all proposed enactments, with details of the deletions and additions to the Manual of Procedure omitted, shall be sent to each club.
3. The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly proffered amendment thereof.

Section 4

Article I (Name) and Article 11 (Territorial Limits) of this constitution shall 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 RI 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 board of directors of RI, as provided in subsection 2.020.4. of the bylaws of RI a two-thirds vote is required to sustain the previous negative decision.

June 2000.

BY LAWS

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Note:

The by laws recommended by Rotary International have been changed, as allowed, to meet the conditions of Rotary Club of Nairobi and are in harmony with the Constitution of the Club and with the Constitution and by laws of Rotary International.

ROTARY CLUB OF NAIROBI
BY LAWS

Article I - Election of Directors and Officers

Section 1. At a regular meeting not less than one month prior to the annual meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for Chairman, Vice Chairman, Secretary, Treasurer and two members of the Board of Directors. The nominations may be presented prior to or at the annual meeting by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the Club 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 Chairman, Vice Chairman, Secretary and Treasurer receiving the highest numbers of the votes shall be declared elected to their respective offices. The two candidates for director receiving the highest number of the votes shall be declared elected as directors. The Chairman elected in such balloting shall serve as a member of the Board as Chairman elect for the year commencing on the first day of July next following the election and shall assume office as Chairman on the first day of July immediately following the year of service on the Board as Chairman elect.

Section 2. The officers and directors so elected together with the immediate past Chairman and committee chairmen appointed by the Club Chairman shall constitute the Board of Directors. Within one week after their election the Board of Directors shall elect or appoint some member of the Club to act as Sergeant at Arms who shall have the right to delegate this duty for all or some of the meetings.

Section 3. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4. A vacancy in the position of any officer elect or directors elect shall be filled by action of the remaining members of the Board of Directors elect.

Article II - Board of Directors

The governing body of this Club shall be the Board of Directors consisting of 10 to 13 members of this Club namely the Chairman, Vice-Chairman, the Chairman Elect, immediate past Chairman, Secretary, Treasurer, two directors, and up to five committee chairmen.

The Chairman of the Club shall have the right to appoint a maximum of 5 committee chairmen to the Board.

Article III - Duties of Officers

Section I. - *Chairman:* It shall be the duty of the chairman to preside at the meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office.

Section 2. - *Chairman-Elect:* It shall be the duty of the Chairman-Elect to serve as a member of the Board of Directors of the Club and preside at meetings of the Club and Board in the absence of the chairman and to perform such other duties as may be prescribed by the Chairman of the Board. He shall be Chairman of Club Service Committee.

Section 3. - *Vice-Chairman:* It shall be the duty of the Vice-Chairman to perform such duties as directed by the Board.

Section 4. *Secretary:* It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club and the Board and record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1 and July 1st of each year and including prorated reports to the general secretary on 1 October and 1 April of each active, senior active and past service member who has been elected to membership in the Club 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 RI, the monthly report of attendance at the Club meetings which shall be made to time district governor immediately following the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office.

Section 5. - *Treasurer*: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office. Upon retirement from office the Treasurer shall turn over to the successor or to the Chairman all funds, books of accounts or any other Club property in the treasurer's possession.

Section 6. - *Sergeant-at-Arms*: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the Chairman or the board.

Article IV - Meeting

Section 1. *Annual Meeting*. An annual meeting of the Club shall be held on the second Thursday of December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. *The regular weekly meetings* of this Club shall be held on Thursday at 12.30 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused by the Board of Directors of this Club, pursuant to Article VII, Section 3 of the standard Rotary Club 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 member's being present for at least sixty (60%) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club.

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 extending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place. If a regular meeting falls on a legal holiday or in case of the death of the Club Chairman, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting. The Board of Directors of this Club, at its discretion, may cancel not more than two regular meetings in any one Rotary year for causes

not otherwise specified herein provided always that the Club should not fail to meet for more than two consecutive meetings.

Section 3. Club Assemblies.

Not less than four of the regular weekly meetings in each year shall be designated as Club Assembly meetings of the Club, at which the Club Officers and Chairmen of the various committees report to the members of the Club on the activities for which they are responsible.

Section 4. One third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 5. Regular meetings of the Board shall be held at least once a month at times agreed by the Board. The said meeting on a different day or special meetings of the Board shall be called by the Chairman, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 6. A majority of the Board members shall constitute quorum of the board.

Article V - Fees and Dues

Section 1. The admission fee shall be Shs.3, 000/ or such other sum as shall be agreed by the Club in its annual Meeting to be paid before the applicant can qualify as a member.

Section 2. The membership dues shall be Shs.6,000/ per annum, or such other sum as shall be agreed by the Club in its annual Meeting payable annually on the first day of July with the understanding that an equivalent of twelve dollars (US\$12.00) of each annual payment shall be applied to each member subscription to THE ROTARIAN magazine.

Article VI - Method of Voting

The business of this club shall be transacted by voting by show of hands except the election of officers and directors which shall be by ballot.

Article VII - Committees

Section 1.

- a) The Chairman shall, subject to the approval of the board appoint the following standing committees:
 - Club Service Committee
 - Vocational Service Committee
 - Community Service Committee
 - International Service Committee
 - Fund Raising Committee
- b) The Chairman shall, subject to the approval of the Board, also appoint such committees on particular phases of club service, vocational service, community service, international service, fundraising and membership classification and information as the Chairman may deem necessary.
- c) The club service committee, vocational service committee, community service committee, international service committee and fund raising committee shall each consist of a chairman, who shall be named by the Chairman from the membership of the club.
- d) The Chairman shall be ex-officio a member of all committees and as such shall have all the privileges of membership thereon.
- e) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the Chairman or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.
- f) Should the Chairman deem it necessary, he may appoint one or more committees dealing with various aspects of youth activities, which depending on their respective responsibilities, may be under any, or all, or the vocational service, community service, international service or fundraising committees.

- g) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two- year term.

Section 2. - Club Service Committee

- a) The chairman of the club service committee who shall be the Chairman — Elect of the Club shall be responsible for all Club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club service.
- b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all the committees appointed on particular phases of Club service.
- c) The Chairman shall, subject to the approval of the board, appoint the following committees on particular phases of Club service:

Attendance Committee

Club Bulletin Committee

Fellowship Committee

Magazine Committee

Program Committee

Public Relations Committee

Classification Committee

Membership Committee

Membership Development Committee

Rotary Information Committee.

- d) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two- year term.
- e) The membership, classification and Rotary information committees shall each consist of three members. One member of each committee to be appointed each year for a term of three years. The first appointments made under this provision shall be as follows, one member for a term of one year, one member for a term of two years one member for a term of three years.

- f) Any two or more committees may be consolidated as one committee if this is considered to be more practical.
- g) The magazine committee shall, wherever feasible, include the editor of the Club publication and local newspaper or advertising member of the Club.

Section 3. - Community Service Committee

- a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- b) The community service committee shall consist of the chairman of the community service committee and the chairman of all committees appointed on particular phases of community service.
- c) The Chairman shall, subject to the approval of the Board, appoint the following committees on particular phases of community service:

Human Development Committee
Community Development Committee
Environmental Protection Committee
Partners In Service Committee.

Article VIII - Duties of Committees

Section 1. - Club Service Committee

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club service activities.

- a) Attendance Committee: This committee shall devise means for encouraging attendance at all Rotary meetings — including attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other Clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good

attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendances.

- b) Club Bulletin Committee: This committee shall endeavor through the publishing of a regular Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meetings or events, relate highlights of the previous meetings or events, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the worldwide Rotary program.
- c) Fellowship Activities Committee: This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the Chairman or the Board.
- d) Magazine Committee: This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for a brief monthly review of the magazine on regular Club programs; encourage the use of the magazine by the induction of the new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions in libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the Club members and non-Rotarians.
- e) Program Committee: This committee shall prepare and arrange the programs for the regular and special meetings of the Club and keep the Club informed of the same through regular communication.
- f) Public Relations Committee: This committee 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 Club.
- g) Membership Committee: This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the Board.
- h) Membership Development Committee: This committee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

- i) **Classifications Committee:** This committee shall as early as possible, but not later than 31 August of each year make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the Club; and shall counsel with the Board on all classification problems.
- j) **Rotary Information Committee:** This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities to members, (3) to give the members information about Rotary, its history, object, scope, activities and (4) to give the members information as to developments in the administrative operation of RI.

Section 2. Vocational Service Committee

This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 3. Community Service Committee

This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

- a) Human Development Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- b) Community Development Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- c) Environmental Protection Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in monitoring and improving the quality of the community's environment.
- d) Partners in Service Committee: This committee shall devise and carry into effect plans which will guide and assist the members of this Club in building relationships with other Rotary sponsored organizations within the community and in cooperating with them in service.

Section 4. - International Service Committee

This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the Club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of international service.

Section 5. - Fund Raising Committee

This committee shall devise and carry into effect plans which shall raise funds through efforts made within the Club or externally from within the community both local and international the purpose being to assist all committees and all projects either singly or jointly. The chairman of this committee shall supervise and coordinate where practical the individual fund — raising efforts of any committee.

Article IX - Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other Clubs the excused member must be recorded as absent except that absence authorised under the provision of Art. VII, Sec. 3 of the standard Rotary Club constitution is not computed in the attendance record of the club).

Article X – Finances

Section 1. The Treasurer shall deposit all funds of the Club in some bank to be named by the Board.

Section 2. All bills shall be paid only by cheques signed by the Treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the clubs financial transactions.

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

Section 4. The fiscal year of the Club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July of each year on the basis of membership of the Club on those dates.

Subscriptions for members joining during a semi-annual period are payable upon invoice from the secretariat.

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

Article XI - Method of Electing Members

Active members including additional active members:

Section 1. The name of a prospective member, proposed by an active, senior active or past service member of the Club shall be submitted to the Club Secretary who shall submit the name to the memberships and classification committee in writing. The proposal, for the time being, shall be kept confidential except as otherwise provided in this procedure.

Section 2. The Board shall ensure that the proposal together with the report of the relevant committees is considered at its next meeting. In order to ensure that it meets all the classification and membership requirements of the Club constitution, it may invite the proposer to attend the meeting to give a brief presentation about the prospective member, the background and likely value as a member and to ensure that the proposer is aware of the responsibility towards the prospective member once elected.

Section 3. The Board shall consider and approve or disapprove the recommendations of the memberships and classifications committee within 60 days and shall notify the proposer, through the Club Secretary, of its decision.

Section 4. If the decision of the Board is favourable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club, following which the prospective member shall be requested to sign the membership proposal form and to give permission for his or her name and proposed classification to be published to the Club.

Section 5. If no written objection to the proposal, is received by the Board from any member (other than honorary) of the Club within ten (10) days following publication of the name of the

prospective member, that person upon payment of the admission fee (if not honorary membership) as prescribed in these by-laws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall consider the same at its next meeting and shall ballot on the proposed member. If the negative votes cast by those in attendance do not exceed two the proposal shall stand approved despite the objection and the proposed member, upon payment of the admission fee (if not honorary membership) shall be considered to be elected to membership.

Section 6. Following such election, the Chairman shall arrange for the new member's induction and further orientation, and the Club Secretary shall issue membership card to the member and shall report such action to RI.

Senior Active, Past Active and Honorary Members:

The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not more than two negative votes are cast by the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, however, any active member or past service member of this Club who qualifies for senior active membership as set forth in the constitution of this Club shall automatically become a senior active member of this Club, no application for or election to such senior active membership being required.

Article XII – Resolutions

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

Article XIII - Order of Business

Meeting called to order.

Introduction of visiting Rotarians.

Correspondence and announcements.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article XIV - Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two third vote of all members present, provided that such proposed amendments shall have been sent to each member by mail, facsimile transmission or e-mail at least ten (10) days before such a meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and bylaws of RI.

June 2000.