CONSTITUTION

of the

ROTARY CLUB OF HOLLAND, MICHIGAN

Adopted in July 2026 to bring the club's constitution into conformity with Rotary International guidelines and existing club practices.

Article I. Definitions

As used in this constitution, unless the context otherwise clearly requires, the words listed below shall have the meanings indicated:

1. Board: The Board of Directors of this club.
2. Bylaws: The Bylaws of this club.
3. Director/Officer: A Director/Officer on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. In Writing: A communication capable of documentation, regardless of the method of transmission.
7. Year: The twelve-month period beginning 1 July
8. Except where it is defined more narrowly, the word "notice" shall mean notification by any of the following means: personal delivery or (marked to the most recent address on record) regular postal service whether governmental or private, facsimile transmission, or electronic mail (e-mail).

Article II. Name

The name of this organization shall be Rotary Club of Holland, Michigan (Member of Rotary International).

Article III. Locality

The locality of this club is as follows: The City of Holland, Michigan, and surrounding area for which Holland is the principal banking, trading, and shipping center.

Article IV. Purposes

The purposes of this club are to:

(a) pursue the Object of Rotary;

(b) carry out successful community service projects based on the five Avenues of Service;

(c) contribute to the advancement of Rotary by strengthening membership;

(d) support The Rotary Foundation; and

(e) develop leaders beyond the club level.

Article V. Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and 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 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 VI. Five Avenues of Service

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects to address the issues and needs of society.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality by striving for positive peace in the community.

4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and positive peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster positive world peace and cultural understanding.

Article VII. Meetings

Section 1 – Regular Meetings.

(a) Day and Time. This club shall hold regular meetings on a day, and time set by the Board as required by the Bylaws. Meetings could include conducting the business of Rotary at regular luncheon meetings, service, or social gatherings, but shall occur no less than twice each month.

(b) Method of Meeting. Attendance may be in person, by telephone, online, or through an interactive online activity.

(c) Change of Meeting. For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.

(d) Cancellation. The board or President may cancel a regular meeting for good cause.

(e) Exceptions. The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

Section 2 – Other Meetings.

(a) An annual meeting to elect officers and present a financial report on the previous year shall be held before 31 December, or at a time established by the board, as provided by the bylaws.

(b) A mid-year financial report, including income and expenses of the first six months of the current year, shall be presented at a meeting held by 31 January.

Section 3 – Board Meetings.

The Board shall meet at least quarterly, based on a schedule determined by the Board. Approved written minutes shall be available to the membership within a reasonable period after any board meeting.

Article VIII. Membership

Section 1 – General Qualifications.

This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 – Types.

This club shall have two types of membership: active and honorary. This club may create other types of membership as determined by the board and outlined in the by-laws. These members are reported to RI as either active or honorary.

Section 3 – Active Members.

A person who possesses the qualifications in article 4, section 2(a) of the RI constitution may be elected as an active club member.

Section 4 – Transferring or Former Rotarians.

A transferring member or a former member of a Rotary club may be proposed for active membership by a member of this club or by the former club.

Section 5 – Prohibited Dual Memberships.

No member shall simultaneously

(a) belong to this and another Rotary club.

(b) be an active and an honorary member in this club.

Section 6 – Honorary Member

This club may elect honorary members who shall have distinguished themselves by meritorious service in the furtherance of Rotary ideals. The terms of such membership shall be determined by the Board and shall:

(a) be exempt from paying dues;

(b) not vote;

(c) not hold any club office;

(d) not hold classifications; and

(e) be entitled to attend all meetings and enjoy all other privileges in the club but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

Section 7 – Rotary International Employment.

This club may retain in its membership any member employed by RI.

Article IX. 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.

This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, sex, gender, and ethnic diversity where possible

Article X - Duration of Membership

Section 1 – Active Membership

(a) Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided

(b) Grounds for termination

(1) Relocation. Membership shall terminate when a member no longer meets the qualifications as to work and locality.

(2) Non-Payment of Dues. Membership will terminate when a member fails their financial responsibilities, as determined by the Board.

(3) Membership will terminate when a member resigns from the club. A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

(4) Other Causes

i. Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this club, or for any good cause, by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.

ii. Notice. Prior to the action of the board, the member shall be given at least ten days written notice and an opportunity to submit a written answer to the board. The member shall have a right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) Right to Appeal or Arbitrate Termination

(1) Notice. Within seven days after the date of the board's decision to terminate membership under (b)(4) of this section, the secretary shall give written notice of the decision to the member. Within fourteen days after the date of the notice, the

member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in Article XVII.

(2) Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator, and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as an umpire or as arbitrator. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the decision of the umpire shall be final and binding on all parties and shall be subject to appeal

(3) Appeal. In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one days after receipt of the notice of appeal. At least five days written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. Reversal of the board's decision shall require a two-thirds vote of the membership present. The action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(d) How to rejoin. When the membership of a member has terminated as provided in subsection (b) of this section, such person may make a new application for new membership. A second admission fee shall not be required.

Section 2 - Forfeiture of Property Interest.

Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

Article XI. Attendance

Each member is encouraged to attend and participate in the club's meetings and service projects, as well as activities of the Rotary District and Rotary International. Attendance shall be taken at all meetings.

Article XII. Directors and Officers and Committees

Section 1 – Governing Body.

The governing body of this club is the board, as provided in the bylaws.

Section 2 – Authority.

The board has general control over all officers and committees and, for good cause, may declare any office vacant. Board action is final in all club matters, subject only to an appeal to the club.

Section 3 – Officers.

The club officers shall be a president, the immediate past president (Chairman of the Board), a president-nominee, a president-elect, a secretary, and a treasurer. The club officers may also include a sergeant-at-arms, who may be a member of the board, if the bylaws provide. Each officer and director shall be a member in good standing of this club.

Section 4 – Election of Officers and Directors

(a) Terms of Officers other than President. Each officer shall be elected as provided in the bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and

qualified. Board members shall serve a term of three years. The Board shall consist of at least eleven (11) members, but no more than fifteen (15) members.

(b) Term of President. A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.

(c) Qualifications of President. A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect learning seminar and the club leadership learning seminar unless excused by the governor elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect learning seminar and the club leadership learning seminar and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a president-elect learning seminar and club leadership learning seminar or learning deemed sufficient by the governor elect.

Section 5 - Qualifications. Each officer and board member shall be a member of this club in good standing.

Section 6 – Committees

This club will have standing committees representing the five Avenues of Service, as defined in Article VI, which includes Club Service, Vocational Service, Community Service, International

Service and Youth Services. Each Standing Committee is encouraged to work cooperatively with other organizations and other Rotary Clubs in pursuit of the objects of Rotary, as defined in Article V.

The board or president may appoint additional committees and sub committees as needed.

Article XIII. Dues

Every member shall pay annual dues as prescribed in the bylaws.

Article XIV. Community, National, and International Affairs

Section 1 – Proper Subjects.

Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any controversial public measure pending.

Section 2 – No Endorsements.

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 – Non-Political.

(a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions and shall not act dealing with world affairs or international policies of a political nature.

(b) Appeals. 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.

The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article XV. Rotary Magazines

Section 1 – Mandatory Subscription.

Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee for active members shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club. The subscription fee for honorary members will be responsibility of the club.

Section 2 – Subscription Collection.

The subscription fee shall be collected by this club from each active member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

Article XVI. Acceptance of Object and Compliance with Constitution and Bylaws

By paying dues, a member accepts the principles of Rotary expressed in its Object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club’s constitution and bylaws whether the member has received copies of them.

Article XVII. Arbitration and Mediation

Section 1 – Disputes.

Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

Section 2 – Date for Mediation or Arbitration.

Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3 – Mediation

(a) The procedure for mediation shall be

   i. recognized by an appropriate authority with national or state jurisdiction; or

   ii. recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or

   iii. recommended in documented guidelines determined by the RI board or TRF Trustees.

(b) Only Rotarians may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

   i. Mediation Outcomes. The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club.

Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.

ii. Unsuccessful Mediation. If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

Section 4 – Arbitration.

In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator, and the arbitrators shall appoint a Rotarian as an umpire.

Section 5 – Decision of Arbitrators or Umpire.

The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

Article XVIII Bylaws

This club shall adopt bylaws that are consistent with the RI constitution and bylaws, with the rules of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

Article XIX. Amendments

Section 1 – Manner of Amending.

Except as provided in section 3 of this article, this constitution may be amended at any regular meeting of this club, a quorum being present. By two-thirds vote of the members present and voting, if notice of the proposed amendment shall have been given to each member at least ten days before such meeting,

Section 2 – How initiated.

Amendments may be proposed by any member and shall be proposed initially to the board. Proposed amendments may be placed before the club for consideration (a) by action of the board or (b) by a petition signed by at least 30% of the membership.

Section 3 – Limitation.

No amendment or addition to or deletion from this constitution may be made which is not in harmony with the constitution and by-laws of RI.

Section 4 - Amending Article II and Article III.

Article II, Name, and article III, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.