

**CONSTITUTION
OF THE
ROTARY CLUB OF CINCINNATI OHIO
(Amended & Restated _____, ~~2006~~2014)**

DEFINITIONS

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

Board: The Board of Directors of this Club.
Bylaws: The bylaws of this Club.
Club: The Rotary Club of Cincinnati, Ohio.
Director: A voting member of the Club's Board of Directors.
Member: A member, other than an honorary member, of this Club.
Year: The twelve-month period which begins on July 1.

**SECTION 1.
NAME**

1.1 The name of the organization is Rotary Club of Cincinnati Ohio (the "Club"). The Club is a nonprofit corporation organized under the laws of the State of Ohio.

**SECTION 2.
TERRITORYLOCALITY**

2.1 ~~The exclusive territory limits of the Club shall be Hamilton County, Ohio, but not including the Cities of Springdale, Blue Ash and Montgomery, and Symmes Township~~locality of the Club is Cincinnati, Ohio and the surrounding metropolitan area.

**SECTION 3.
OBJECTS**

3.1 The objects of the Club are to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to engage in and foster:

3.1.1 The development of acquaintance as an opportunity for service.

3.1.2 High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his/her occupation as an opportunity to serve society.

3.1.3 The application of the ideal of service by every Rotarian to his/her personal, business and community life.

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

SECTION 4. **MEETINGS**

4.1 The Club shall meet regularly once each week on the day and at the time provided in the ~~By Laws~~Bylaws, but the Board of ~~Directors of the Club~~ may designate a different time or place or cancel any meeting if the Board determines it is necessary to do so.

SECTION 5. **MEMBERSHIP**

5.1 Types of Membership.

5.1.1 The Club shall have four types of membership, including: active, senior active, past service and honorary.

5.2 **Active Membership.** The qualifications for active membership shall be adult persons of good character and good business, professional and/or community reputation, each of whom has a place of business or residence within the locality of the Club, and who:

5.2.1 Is engaged as proprietor, partner, corporate officer or manager of any worthy and recognized business or profession; or

5.2.2 Holds an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession or any branch or agency thereof; or

5.2.3 ~~Acts as a 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 is an executive, representative or agent of any such worthy and recognized business or profession.~~ Has retired from any position listed in sections 5.2.1 or 5.2.2; or

5.2.4 Is a community leader who has demonstrated through personal involvement in community affairs a commitment to service.

5.3 Classifications

5.3.1 Each active member of this Club shall be classified in accordance with his/her business or profession.

5.3.2 The line of business of each 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 or recognized business or professional activity.

5.3.2.1 The initial lines of business shall be approved and published by the Board and may be amended as provided in Subsection 5.3.5.

5.3.2.2 The establishment of these lines of business is an attempt to prevent the over-representation of a particular business.

5.3.3 Only decision makers from any business or profession will be eligible for Club membership. No more than two active members from any organization may be members, except an additional third member in the case of a larger diversified firm, company or institution may also be eligible.

5.3.4 Special exceptions to the limitations in Subsection 5.3.3 above may be granted upon the unanimous recommendation of the Classification Committee and the unanimous affirmative vote of the Board ~~at two consecutive meetings of the Board.~~

5.3.5 Lines of business shall be evaluated at least annually by the Classification Committee and modified upon the recommendation of the Committee to the Board and with the Board's approval.

5.3.6 The enactment of the lines of business shall not cause any person who is a member of the Club as of the date of enactment to cease to be a member.

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

5.4 **Lines of Business/Limitations.** The Club shall be governed by the lines of business guidelines:

5.4.1 No more than ~~5~~10% of the membership of the Club shall be from any one line of business. The Club's membership shall be determined as of June 30 of each year for the next ensuing 12 month period and shall include all active, senior active and past service members as of such date. A line of business may include members who are retired from a position within that line of business without such retired members being counted towards the 10% limitation. Special exceptions to the ~~5~~10% limitation may be granted upon the unanimous recommendation of the Classification Committee and the unanimous vote of the Board ~~at two consecutive meetings.~~

5.4.2 If a member changes his/her business or profession to a different line of business, the Club may continue the member's membership under the new classification, notwithstanding any other limitations herein.

5.4.3 If the number of members in any line of business under Subsection 5.4.1 should be reduced in any future year by reason of a decline in the Club's total membership, it shall not cause any member in that line of business to lose his/her membership rights. However, no new members shall be permitted in that line of business, until a subsequent increase in the Club's total membership would permit an increase in membership in that particular line.

5.4.4 The Board, with the advice and counsel of the Classification Committee, shall have exclusive authority to determine matters involving classifications and lines of business, and no individual member nor any entity with which a member is associated shall have any rights to a classification or a line of business.

5.5 **Public Office Holder.** The qualifications for membership as a public office holder shall be:

5.5.1 Persons elected to public office for a specified time only shall not be eligible for active membership in this Club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges or other institutions of learning.

5.5.2 An active member of this Club who is elected 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 under the classification he/she had immediately prior to such election.

5.6 **Senior Active.** A person shall qualify as a senior active member if such person is an active member of this Club who:

5.6.1 has been an active member of this Club or other Rotary Clubs for a total of fifteen or more years; or

5.6.2 is of the age of sixty or more after having been an active member of one or more Rotary Clubs for a total of ten or more years; or

5.6.3 is of the age of sixty-five or more after having been an active member of one or more Rotary Clubs for a total of five or more years; or

5.6.4 is a present or a past officer of Rotary International; or

5.6.5 was a past service member of this Club and:

5.6.5.1 had been an active member of this Club and who, at the time he/she ceased to be an active member of this Club, had the qualifications for senior active membership as hereinbefore set forth; or

5.6.5.2 has been an active and past service member of this and/or other Clubs for a total of fifteen or more years; or

5.6.5.3 is a present or past officer of Rotary International;

may at his/her option become a senior active member.

5.6.6 The Club may, at its option, elect to senior active membership any former member of any Club who was a senior active member or was eligible to become a senior active member at the time he/she ceased to be a member of such Club, provided such person is otherwise qualified for membership under other provisions hereof.

5.6.7 A senior active member shall have all the rights and privileges of an active member except that he/she shall not be considered in the application of Subsection 5.3.3.

5.7 **Past Service Membership.**

5.7.1 A former active member of a Rotary Club, whose active membership was terminated because of his/her retirement from active business or professional life, may be elected a past service member in the Rotary Club in which he/she held active membership or in any other Club provided that he/she has held active membership in any one or more Rotary Clubs for three or more years or he/she has attained the age of fifty-five years irrespective of the length of his/her membership. Such former member may be elected to past service membership at the time of, or at any time after, the termination of his/her active membership, provided he/she has all the other qualifications of a past service member. A past service member shall be required to pay an additional admission fee unless he/she was formerly an active member of this Club, in which case he/she shall not be required to pay a second admission fee.

5.7.2 A person who has retired from active business or professional life but who is otherwise qualified for membership in the Club under Subsection 5.2, including having held a qualifying position level, as determined by the Classification Committee, may be elected a past service member.

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

5.8 **Honorary Membership**

5.8.1 ~~A person who resides within or who has resided within the territorial limits of the Club and~~ who has distinguished himself/herself by meritorious service in the furtherance of Rotary ideals ~~there or elsewhere~~ may be elected to honorary membership in the Club.

5.8.2 Honorary members shall be exempt from payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the Club; shall have no interest in any property of the Club; shall not be considered in the application of the provisions of Subsection 5.4.1, but shall be entitled to attend all meetings and enjoy all other privileges of the Club. No honorary member of this Club is entitled to any rights or privileges in any other Rotary Club.

SECTION 6. **OFFICERS AND DIRECTORS**

6.1 ~~The Board of Trustees of the Club shall be known as the Board of Directors.~~ The Board of Directors, constituted and elected as the ~~By Laws~~Bylaws of the Club may provide, shall be the governing body of the Club.

6.2 ~~The Board shall be elected at the annual meeting of the membership to be held at such date, time and place as specified in the By Laws.~~ The officers of the Club shall be a president, one or more vice presidents, all of who shall be members of the Board, a secretary, treasurer and any other officers and assistant officers as the Board may from time to time appoint who may but need not be members of the Board as specified in the Bylaws.

SECTION 7. **ADMISSION FEES AND DUES**

7.1 Every active, senior active and past service member of the Club shall pay as an admission fee and as annual dues such sums as may be prescribed in the ~~By Laws~~Bylaws of the Club, except that a senior active or past service member who has held active membership in the Club shall not be required to pay a second admission fee.

SECTION 8. **COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS**

8.1 The general welfare of the community, the nation and the world is a concern to the members of the 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, the Club shall not express an opinion on any pending controversial public measure.

8.2 The 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.

8.3 The Club shall neither adopt nor circulate resolutions or views, nor take corporate action, dealing with world affairs or international policies of a political nature.

8.4 The 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 9. **GENERAL**

9.1 ~~By acceptance of active, senior active, or past service membership in this Club, such member voluntarily becomes a subscriber to the monthly publication of Rotary International. Their subscription shall be handled in six month periods and shall continue as long as he/she is a member of the Club and to the end of any six month period during which he may cease to be a member of the Club.~~ A member by payment of their admission fee and dues thereby accepts the principles of Rotary as expressed in its object, and submits themselves to and agrees

to comply with and be bound by the Constitution and ~~By-Laws~~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 ~~By-Laws~~Bylaws on the plea that he/she has not received a copy of them.

9.2 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 ~~By-Laws~~Bylaws, or the expulsion of any member from the Club, or on any account whatsoever which cannot be satisfactorily settled under the procedures already provided for such purpose, the matters in difference shall be settled by arbitration in Cincinnati, Ohio in accordance with the Commercial Arbitration Rules of the American Arbitration Association then in effect. The authority of the Arbitrator to resolve such dispute shall be limited by the laws of the State of Ohio. The Arbitrator is specifically authorized and directed to include in the award an amount sufficient to compensate the prevailing party for its reasonable attorneys' fees and expenses incurred in connection with the arbitration.

9.3 The Board of Directors shall adopt ~~By-Laws~~Bylaws not inconsistent with the Constitution and ~~By-Laws~~Bylaws of Rotary International (and the rules of procedure for an area administration, where established), and with this Constitution, embodying additional provisions for the government of this Club. Such ~~By-Laws~~Bylaws may be amended from time to time as therein provided.

9.4 This Constitution shall constitute the Regulations of the Club, as such term is used in the Ohio Nonprofit Corporation Law, Ohio Revised Code Chapter 1704.

9.5 Amendments to this Constitution may be made at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such amendment shall be mailed or otherwise distributed to each member at least ten days before such meeting. No amendment shall be made which is not in harmony with the Constitution of Rotary International.