



CONSTITUTION

OF

THE ROTARY CLUB OF NORFOLK SUNRISE

DISTRICT 7090

Simcoe, Ontario, Canada

Table of Contents

Article I - Name	Page 1
Article II – Territorial Limits	1
Article III - Object	2
Article IV - Meetings	2
Article V - Membership	3
Article VI - Classifications	6
Article VII - Attendance	7
Article VIII – Directors and Officers	9
Article IX – Admission Fees and Dues	10
Article X – Duration of Membership	10
Article XI – Community, National and International Affairs	12
Article XII – Rotary Magazines	13
Article XIII – Acceptance of Object and Compliance With Constitution and By-Laws	13
Article XIV - Arbitration	13
Article XV – By-Laws	14
Article XVI - Interpretation	14
Article XVII - Amendments	14



Article I - Name

The name of this organization shall be The Rotary Club of Norfolk Sunrise (Member of Rotary International).

Article II - Territorial Limits

The territorial limits of this club are as follows:

Commencing at the intersection of the north shore of Lake Erie and the southerly production of the road allowance between lots 12 & 13 of the former Township of Charlotteville.

THENCE northerly along the road allowance between lots 12 & 13 of the said Township of Charlotteville (Haldimand-Norfolk Regional Road # 16) to intersection with King's Highway #3.

THENCE easterly along King's Highway #3 to intersection with the road allowance between lots 12 & 13 of the former Township of Windham.

THENCE northerly along the road allowance between lots 12 & 13 of the said Township of Windham to the northerly limit and continuing northerly along the road allowance between lots 12 & 13 of the Township of Burford to intersection with the road allowance between between Concessions 13 & 14 of said township of Burford.

THENCE easterly along the road allowance between Concessions 13 & 14 of the said Township of Burford (Brant County Road #3) to the town line road between Burford & Oakland Townships.

THENCE northerly along town line road between Burford & Oakland to intersection with the road allowance between Concessions 1 & 2 of the said Township of Oakland (Include also all of the hamlet of Scotland).

THENCE easterly along the road allowance between Concessions 1 & 2 of Oakland Township (Brant County Road #4) to intersection with the town line road between Oakland and Brantford Townships.

THENCE southerly along the town line road between Oakland & Brantford Townships (Brant County Road #20) and continuing southerly on the town line road between Tuscarora and the former Township of Townsend (Haldimand-Norfolk Regional Road #20) to intersection with the town line road between the former Townships of Townsend and Walpole.

THENCE southerly on the town line road between Townsend & Walpole Townships to intersection with King's Highway #3.

THENCE easterly along King's Highway #3 (including the Village of Jarvis) to intersection with the road allowance between Lots 6 & 7 of the Township of Walpole.



THENCE southerly along road allowance between lots 6 & 7 of the said Township of Walpole (Haldimand-Norfolk Regional Road #55) to intersection with the north shore of Lake Erie.

THENCE westerly along the North shore of Lake Erie to the point of commencement.

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; and

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 this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

.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 membership, namely: active, senior active, past service and honorary.

Section 3 - Active

. 1 This club may elect to active membership a person who is:

- (i) engaged as proprietor, partner, corporate officer or manager of any worthy, recognized business or profession; or
- (ii) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession; or
- (iii) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity; and personally and actively engaged in the business or profession in which such person is to be classified in the club and having a place of business or residence located within the territorial limits of this club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club, or within an immediately adjoining community not part of the territory of an existing Rotary club.

.2 There shall not be more than one active member in each classification of business or profession excepting the religion, news media and diplomatic classifications, and excepting the provision for additional active members as provided in section 4 of this article.

Section 4 - Additional Active Member

(a) Any active member of this club may propose for and the club may elect to active membership one additional person who is actively engaged in the same classification of business or profession as that of the proposer, whose classification shall be the same as that of the proposer. The qualifications of such additional active member shall be the same as set forth in sections 1 and 3 of this article for active membership. Such additional active member is in all respects an active member except that such member may not propose an additional active member under this paragraph.

(b) This club may, subject to the approval of the holder of the classification, also elect to active membership

- (i) a former active member of another Rotary club and
- (ii) any former member of a Rotaract club who is actively engaged at a place of business, or who resides within the territorial limits of the club and who is otherwise qualified for membership provided:



- (1) that there shall, in no case, be more than one additional active member elected for each of the categories listed above under this subsection in respect to any one classification;
- (2) that any member so elected from category (I) shall have terminated membership in the former club only because such member ceased to be actively engaged within the territorial limits of that club in the classification of business or profession under which such member was classified in that club;
- (3) that any member so elected from category (ii) shall have been a member of one or more Rotaract clubs for a period of at least four years, and shall have terminated membership in the former club only because such member reached the age limit for membership or has relocated outside the territorial limits of that club;
- (4) that, although such additional active member is in all respects an active member, such member shall have no right to propose an additional active member under section 4 (a) hereof.

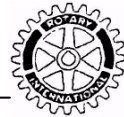
In the event of the termination of active membership of the holder of the classification or in the event that such member becomes a senior active member or for any other reason ceases to be the holder of the classification, the membership of the additional active member or members elected under section 4 (a) and (b) shall be dealt with as follows:

- (i) If there is only one such additional active member, that member shall automatically become an active member and the holder of the classification.
- (ii) If there is more than one additional active member, then the club shall elect one of the additional active members to be the active member and the holder of the classification.
- (iii) Upon the election to active membership of one of the additional active members as prescribed in (ii) above, the status of any other additional active member shall remain unchanged.

Section 5 - Senior Active Membership

(a) Any active member of this club or past service member whose combined active and past service membership in one or more clubs conforms with the service requirements as hereinafter set forth,

- (i) who has been a member of one or more clubs for a total of fifteen or more years, or
- (ii) who is of the age of sixty or more after having been a member of one or more clubs for a total often or more years, or



- (iii) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years, or
- (iv) who is a present or a past officer of RI shall automatically and forthwith become a senior active member.

(b) This club may 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 such former member ceased to be a member of a club.

. 1 A senior active member shall have all the rights, privileges, and responsibilities of an active member, except that such member

- (i) shall not be considered as representing any business or professional classification; and
- (ii) shall not have the right to propose an additional active member under section 4 (a) hereof.

.2 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

(a) 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 constitution of this club, including having held a qualifying position level, may be elected a past service member. A past service member shall be required to pay an admission fee unless such member was formerly an active member of this club.

(b) Active members who, 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.

A past service member shall have all the rights, privileges and responsibilities of an active member except that such member shall not be considered as representing any business or professional classification, shall not become a senior active member (except as provided in section 5 (a) of this article) and shall not have the right to propose an additional active member under section 4 (a) hereof.

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 hold active, senior active or past service membership and honorary membership in this club.

Section 8 - Honorary Membership

. 1 A person who has served with merit and distinction in the furtherance of Rotary ideals may be elected to honorary membership in this club.



.2 Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the club. No honorary member of this club is entitled to any rights or 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 as set forth in this constitution.

Section 10 - Public Office

. 1 Persons elected or appointed to public office for a specified time only shall not be eligible to 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 or to persons who are elected or appointed to the judiciary.

.2 An active member in this club who is elected or appointed to public office for a specified period may, during the period in which such office is held, continue as such active member in the club under the classification represented immediately prior to such election or appointment.

Section 11 - Rotary International Employment. This club may retain in its membership any member thereof who enters the employment of RI, so long as such member remains in such employment.

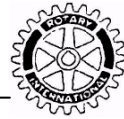
Article VI - Classifications

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% 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% 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 traveling outside the members 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 members time abroad.

(b) If, at the time of such meeting a member is

- (i) traveling 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 in Rotary business duly authorized by the board of this club if this precludes attendance at a meeting of this club.

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) . 1 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 in which case it shall not be computed in the clubs attendance record.

.2 In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting 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

(b) a member is a senior active member and

- (i) has been a member of one or more clubs for an aggregate of twenty years or more and has reached the age of 65 years,
- (ii) has been a member of one or more clubs for an aggregate of fifteen years or more and has reached the age of 70 years and the member has notified the club secretary in writing of the member's desire to be excused from attendance. In this case, if approved by the board, such members' absences shall not be computed in the club's attendance records, unless so desired by the member.



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 each of whom shall be members of the board, a secretary, and a treasurer, 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 incoming governor. 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.

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
 - (1) attend or make up at least sixty percent of club regular meetings in each half of the Rotary year; and
 - (2) attend at least thirty 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.

(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 for 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 for 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 opinion. 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 February 23 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 RI, 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 RI. 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 the 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 of 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, this constitution may be amended only by the council on legislation or by the convention of RI 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 the first day of May in the Rotary year preceding that in which the council on legislation is to meet.

.2 The general secretary of RI shall mail a copy of all duly proposed amendments to all members of the council on legislation and to the secretary of each club not later than one hundred twenty (120) days prior to the date the council shall be convened.

.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 II (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 district governor or Board of Directors of RI, as provided in section 2.020.4 of the bylaws of RI a two-thirds vote is required to sustain the previous negative decision.