



RAPPORT COL 2022

PDG STIG ASMUSSEN, OSLO RK

Council member Rotary D 2310

2022 COUNCIL ON LEGISLATION
OF ROTARY INTERNATIONAL

10-14 April 2022 | Chicago, Illinois, USA

INNHold

RAPPORT		1
VEDLEGG 1:	VEDTATTE LOVENDRINGER	12
VEDLEGG 2:	CONSTITUTION OF ROTARY INTERNATIONAL	43
VEDLEGG 3:	BYLAWS OF ROTARY INTERNATIONAL	49
VEDLEGG 4:	LOVER FOR ROTARYKLUBBEN, OVERSATT OG OPPDATERT PER 6.10.2022	102
VEDLEGG 5:	STANDARD VEDTEKTER FOR ROTARYKLUBBEN, OVERSATT OG OPPDATERT PER 6.10.2022	115
VEDLEGG 6:	PRELIMINARY FIVE-YEAR FINANCIAL FORECAST	119

1. KORT OM DEN HISTORISKE BAKGRUNN FOR COL

The Council ble opprettet i 1933, og møtte for første gang ved Rotary Convention i 1934. Formålet var å tjene som et «rådgivende organ» som skulle bistå med gjennomgang av lovendringer og anbefalinger foreslått på den årlige Convention.

Convention i 1970 bestemte at Rådet ikke lenger bare skulle være rådgivende. Rådet ble etablert som RIs offisielle lovgivende forsamling, som skal behandle forslag om endringer i Rotarys grunnlov og vedtekter, samt endringer i standard lover for Rotaryklubbene. Fire år senere bestemte delegatene at Council skulle møtes hvert tredje år, fortsatt i forbindelse med Convention. I 1997 vedtok Council endelig å møte uavhengig av Convention.

Representantene fra Rotary-distriktene over hele verden møtes nå hvert tredje år i Chicago, Illinois, USA for å diskutere endringer i retningslinjene som styrer Rotaryklubbene. Ønsket er å bringe Rotary fremover og tilpasse seg de skiftende tider.

I dag er Council on Legislation Lovrådet i Rotary - Den lovgivende forsamling. Denne holdes hvert 3. år, med deltakere fra alle Rotary Internationals ca. 530 distrikter.

2. COL 2022

COL 2022 ble avholdt samtidig på nett og fysisk i Chicago Illinois USA. Hybrid møte ble planlagt og gjennomført under en pandemi, som krevde nye prosesser for at alle deltagerne skulle kunne delta. Det var et imponerende arrangement i alle henseende, med et flertall av delegatene i salen. Men også et stort antall delegater, som enten var forhindret av utreise- eller innreiserestriksjoner eller sykdom, kunne følge og ikke minst delta i forhandlingene foran PC hjemme. Totalt deltok tett opp under 600 deltakere, hvorav RIs 524 distrikter kan sende en delegat. Av disse var 305 delegater til stede i Chicago og 198 deltok online.

Som et vedlegg til denne rapporten følger en oversikt over de endringer som ble vedtatt i Rotarys konstitusjonelle dokumenter (Vedlegg 1). Vedlagt også Rotary Internationals grunnlov (vedlegg 2) og Rotary Internationals vedtekter (Vedlegg 3) etter endringene, samt en oversettelse av Rotary klubbens lover (Vedlegg 4) etter endringene på COL 2022. Det følger også en oversettelse av klubbvedtektene (Vedlegg 5). Klubbvedtektene er ikke en del av Rotarys konstitusjonelle dokumenter og kan fravikes av klubbene. Slike endringer må imidlertid være i samsvar med de konstitusjonelle dokumenter.

Lovendringer vedtas slik de foreslås. Hvis to eller flere lovendringer søker å endre samme paragraf, blir alle overlappende gjennomgått og avstemmet av en «Council Operations Committee når «grunnlovsdokumentene» (Constitutional documents) revideres. Dokumentene slik de kommer frem i denne rapport, har gjennomgått denne prosessen, og er gjeldende fra 1.juli 2022.

94 lovendringsforslag ble oversendt Lovrådet. 29 endringer ble vedtatt. 51 forslag ble nedstemt, 13 lovforslag ble trukket, og ett utsatt på ubestemt tid.



Bildet av PDG Stig Asmussen på talestolen iført obligatorisk munnbind. Bildet er tatt av PC-skjerm hjemme i Trondheim av delegat PDG Eiliv Todal Moe, som var en av de som deltok online

Nytt av året (vedtatt COL 209) var at delegatene før COL gjennomgikk en online avstemming over forslag som sannsynlig vis vil få stor tilslutning eller opposisjon. Dette for å redusere antallet som skal behandles på selve COL (RI Bylaws 7.070.6). Av de vedtatte forslag i år, ble 3 vedtatt gjennom denne prosedyren.

Lovrådet viser mangfoldet i Rotary, og synliggjør også kulturelle forskjeller. Ganske imponerende at en organisasjon som vår fortsatt kan holde sammen i en urolig verden. Simultanoversettelse på Rotarys offisielle språk hører med.

3. Lovendringsforslagene

Per 30.september 2021 ble alle lovforslag sendt guvernørene i alle distrikter, og alle medlemmene av COL. Lovforslagene kommer fra klubber, distriktskonferanser, RIBI og Styret i Rotary International. Av fremsatte forslag kom et titalls forslag hver fra hhv. Europa, Nordamerika, Sydamerika og styret i RI. Asiatene fremsatte flest forslag til endringer (43), hvorav 26 alene kom fra Japan. Gjennomgående er inntrykket at Japanerne ønsker mer struktur, gjerne en reversering (omkamp) av noen av de senere års endringer vedrørende fleksibilitet De får lite gehør for det.

Lovforslagene kan grupperes som følger:

- Klubbadministrasjon
- Medlemskap
- Rotaract
- Ledelsen i RI
- Rotary International -generelt
- The Rotary Foundation – Trustees
- Rotary International – Magasin
- Rotary International – Klubber
- Rotary International – komiteer
- Rotary International – møter
- Rotary International – virksomhet
- Årlig avgift
- Rotary International – Finanser
- Councils – prosedyrer før møtet
- Councils – Møter og delegater
- Councils – diverse
- Distrikt administrasjon
- Tjenestegrener og «Code of Conduct»
- Klubbmøter og fremmøte
- Ytterligere lovgivning

Nærmere om enkelte forslag:

Klubbadministrasjon (22-01 til 22-09)

Det kommer regelmessig lovforslag om å endre § 3 Hensikt i lover for Rotaryklubbene. En kan selvsagt tenke seg justeringer, men ingen har enda kommet frem med forslag som blir allment akseptert. Det eneste forslaget som ble vedtatt om klubbadministrasjon, er kravet om at styret skal gjøre tilgjengelig et referat for alle medlemmene innen 30 dager etter styremøtet (Klubblovenes Artikkel 7, punkt 3).



Delegatene stemmer – nok diskusjon ved å vise stripet gult og blått kort

Medlemskap (22-10 til 22-15)

Her ble flere forslag vedtatt. En endring i vedtektene til Rotary International understreker at mangfold, likeverd og inkludering har høyeste prioritet for Rotary. Mangfold stod allerede i Artikkel 4 4.070. Nå er likeverd og inkludering også nedfelt i de konstitusjonelle dokumenter om noen skulle være i tvil.

Et forslag om å tillate medlemskap i to klubber ble forkastet. Argumentene for å tillate dette, var at mange Rotarianere arbeider flere steder. En del av våre medlemmer oppholder seg store deler av året på forskjellige steder – og engasjerer seg fullt og helt der de til enhver tid bor. 71% sa imidlertid nei.

Derimot ble det vedtatt å endre Rotarys grunnlov, slik at det nå ikke lenger er et krav at man skal bo eller arbeide i klubbens nærområde. Det ble vist til at man må kunne søke seg til en klubb som passer i forhold til arbeid og familie. Dessuten bygger den teknologiske utvikling ned barrierene. Rotarys grunnlov artikkel 5, punkt 2(a) (ny art. 4) og Lovene for Rotaryklubben artikkel 13, 2 (a) endres. Medlemskapet avsluttes altså ikke lenger om et medlem flytter og ønsker fortsatt medlemskap.

Det åpnes også nå for at Rotarymedlemmer kan foreslå medlemmer i enhver annen Rotaryklubb. Dette er en endring i Rotary Internationals vedtekter (heretter forkortet RI Bylaws) artikkel 4. 4.090.

Medlemmer i satellitt klubber må ikke lenger være medlem av vertsklubben. Argumentasjonen fokuserte på at alle Rotarianere i regionen kan være med å engasjere seg i satellitt klubben og få denne til å vokse (endrer RI Bylaws artikkel 1 og lover for Rotaryklubben artikkel 1 pkt. 6 og 8 pkt 4.)

Rotaract (22-16 til 22-18)

Rotaracts status ble som kjent endret ved COL2019, og slik at Rotaractklubbene er medlemmer i Rotary International – ikke lenger et Rotary program som Interact, Ungdomsutveksling osv. Det er per i dag heller ingen øvre aldersgrense for Rotaractmedlemmene, slik at medlemmer i prinsippet kan fortsette som Rotaractere resten av livet. Det kom to forslag til aldersbegrensning under COL2022 som begge falt, den ene på 30 år og den andre på 40 år.

Det ble vedtatt en endring i RI Bylaws artikkel 17 - 17.040, hvor Rotaractere nå kan oppnevnes som medlemmer av de ulike komiteer i RI.

Ledelsen i RI (RI Officers and Elections) (22-19 til 22-27)

Tidslinjen for valg av president og styremedlemmer i Rotary Internasjonal er strammet litt inn med tilsvarende endringer i RI Bylaws. President Elect annonseres 25.februar mot 25.april tidligere (Endringer i RI Bylaws artikkel 10 og 11).

Kriteriene for å kunne være kandidat til et styremedlem i Rotary International er lettet. Tidligere krav om deltakelse på minst to Rotary Institute og en Convention de siste 36 månedene før en blir foreslått, er bortfalt. Fortsatt gjelder kravet om at det skal gå 3 år etter at kandidaten har avsluttet sitt år som guvernør. De samme kravene og deltakelse på Institute og Convention er fjernet for dem som skal velges til medlem av nominasjonskomiteen for valg av styremedlemmer. (Endringer i RI Bylaws artikkel 5.080.2 og 11.020.3).

I RI Bylaws ble det tatt inn en bestemmelse om at styret i RI har kompetanse til å frata en Rotarianer status som tidligere tillitsvalgt. Virkningen er at vedkommende ikke lenger er valgbar til nye verv hvor Ris vedtekter fordrer status som tidligere tillitsvalgt i RI, f.eks. past governor. Lovendringen var foranlediget av en alvorlig valgjuksak i Pakistan som kom opp som appellsak for lovrådet. Vedkommende skal gis mulighet til en høring for styret før beslutning fattes. Vedtak om å frata noen denne status, krever 2/3 tilslutning fra styrets medlemmer (Endring i RI Bylaws 6.070).

SIMULTANEOUS INTERPRETATION

Virtual



Interpretation

In Person

Language	Channel
Français	1
Português	2
Español	3
日本語	4
한국어	5
華語	6
English	7



Her som Innkommende – RI President Jennifer Jones

Rotary International – generelt (22-28 til 22-32)

En klargjøring av Styret i RI sin kompetanse til å modifisere soneinndelingen ble vedtatt, herunder endringer av «sections» innenfor hver sone.(RI Bylaws 11.010.1)

Videre en endring av betegnelsene på leder(ne) av RIBI, England fra President til Chair. England er litt spesielt med sitt RIBI. Formålet er å unngå sammenblanding med RI Presidenten. President brukes jo ellers bare om klubbpresidenter. (RI grunnlov art 6.1 og RI Bylaws 11.040).

Et forslag om en gjennomgang av Rotarys «Governance Structure» hvert 12 år falt. Tidligere RI president Carl-Wilhelm Stenhammar har vært en pådriver, og fikk de nordiske distriktene med seg. Dette er strengt tatt en styreoppgave til enhver tid å påse at Rotary er fornuftig organisert. Det viser også til at styret på COL 2022 fikk kompetanse til å endre komitestruktur/governance, og ikke ble låst til den struktur og de beskrivelser som var nedfelt i Rotary Bylaws.

The Rotary Foundation (22-33)

Det var fremmet forslag om at styret i The Rotary Foundation burde reflektere den geografiske spredning av medlemsmassen. Forslaget ble utsatt.

Rotary International – Magasiner (22-34 og 22-35)

Det ble fremmet et forslag om at medlemmer i utgangspunktet skal motta en elektronisk utgave av Rotary magasinet, men med en mulighet for å velge en trykket utgave. Forslaget ble oppfattet som å bevege seg bort fra en trykket utgave. Forsamlingen var ikke moden for dette, og stemte ned forslaget. Bakgrunnen er nok at bare 7% av The Rotarians lesere har valgt en digital versjon.

Et forslag om å gjøre abonnement på minst ett offisielt Rotary magasin frivillig, ble også nedstemt (for vår del ville det være Rotary Norden). Argumentene mot å vedta dette, er at det ville ha en betydelig

effekt på økonomien til The Rotarian og de regionale magasinene. Det ble også vist til viktigheten av bladene som et egnet verktøy i verktøykassen – ikke minst innenfor «public image».

Rotary International – klubber (22-36 til 22-38)

Et forslag om å fjerne den obligatoriske innmeldingsavgiften ved opptak i Rotary International falt. Bortfallet ville betydd et bortfall av inntekter per år på ca. US\$ 320 000,-. Det ble vist til at det ikke forelå noen undersøkelser som indikerte at dette utgjorde noen barriere for etablering av nye klubber.

Et forslag om å suspendere eller stenge en klubb dersom den går til søksmål mot distriktet uten først å benytte de verktøy som følger av de konstitusjonelle dokumenter, ble vedtatt. Bestemmelsen omfattet tidligere bare søksmål mot RI eller TRF med personelle, men er nå utvidet til også å gjelde søksmål mot distriktet. Bakgrunnen er ønsket om at konflikter bør løses ved megling eller voldgift – ikke domstolsbehandling. (Endring i Rotary Bylaws 3.020.1.c).

Rotary International – komiteer (22-39 til 22-41)

Et viktig og prinsipielt forslag som gjelder styring av RI var «proposed enactment 22-39 – to amend the provisions regarding RI committees».

Rotary Internationals vedtekter hadde omfattende regulering av hvilke komiteer som skulle opprettes og deres arbeidsoppgaver og sammensetning. De var svært detaljerte. Å ha komiteer med låste mandater i RI Bylaws er lite fleksibelt, og et hinder for å tilpasse seg. I tillegg var mandatet for noen av komiteene ofte vage og komiteenes mål uklare. I de fleste ideelle organisasjoner er opprettelse av faste komiteer en styringsfunksjon forbeholdt styre. Slik ble det nå også i Rotary. Forslaget krever at styret oppretter visse sentrale komiteer, men gir også styret mulighet til å opprette andre komiteer etter behov. Dette gir bedre styringsmuligheter og Governance. (Endring i RI Bylaws art. 17).

Rotary International – Møter (22-42 og 22-43)

Et forsøk på å begrense antall fysiske møter styret i Rotary International ble ikke vedtatt. Forslagstillerne viste til kostnads sparing og ny teknologi. Past RI Presidenter møtes regelmessig. Et forslag om å avvikle dette falt. Dette var også begrunnet i konstanskutt.

Rotary International – Drift (22-44 og 22-45)

To forslag om å begrense generalsekretærens ansettelsesforhold (åremål) falt. Generalsekretæren – som nå også er CEO for organisasjonen – ansettes av styret. Lønn og evaluering hører under styrets ansvar.

Årlig avgift til RI (22-46 til 22-51)

Lovrådet får seg forelagt Rotarys strategiske plan, samt en 5 års økonomiske prognose, som skal imøtekomme de ønsker og forventinger medlemmene i Rotary har til servicenivå og tjenester. De økonomiske prognoser som ble presentert for COL ligger ved som **Vedlegg 6** til denne rapport. De nordiske landene har regelmessig vist til at utgiftene ikke bare kan øke år for år.

Flertallet (58,16% av delegatene) vedtok også dette året at avgiftene må settes opp. Generalsekretæren viste i sin redegjørelse til COL til tre faktorer som har forverret situasjonen; inflasjon, lavere avkastning og medlemsutviklingen. Det retoriske spørsmålet er: Hva er verdien av vårt globale nettverk? Hvor mye vi er villig til å investere, har vesentlig betydning for retningen i årene som kommer.

Vedtektene krever et balansert budsjett.

De vedtatte satsene er US\$ 35.50 per halvår i 2022-23, US\$37.50 per halvår 2023-24, US\$ 39,25 per halvår 2024-25 og US\$ 41.00 per halvår 2025-26. (Endring av RI Bylaws art. 18.030.1).



Et meget effektivt sekretariat

Rotary International – Økonomi (22-52 til 22-55)

Revisjonsutvalget (Audit Committee i Ris vedtekter) fikk klargjort sin myndighet, sammensetningen og uavhengighet ved vedtakelse av lovforslaget fremmet av RI sitt styre (RI Bylaws art 17.020.). Videre presiseres ansvaret for fremleggelse av reviderte regnskaper innen 31.desember, samt rapportering av alle individuelle utgifter i tilknytning til President, President Elect, President nominee og hver av styremedlemmene. (RI Bylaws art 18.080.). Dette er et ledd i å effektivisere og bedre Governance.

Etter forslag fra de norske distriktene kom det også inn en presisering av at bruk av reserver skal rapporteres til COL.(RI Grunnlov art.5.3)

RI sitt budsjett skal publiseres på Rotarys hjemmeside innen 30.september hvert år (RI Bylaws 18.050.5).

Det reviderte regnskapet skal publiseres på hjemmesiden innen 31.desember etter regnskapsårets slutt (RI Bylaws 18.080).

Councils- prosedyrer før møtene (22-56 til 22-62)

Distrikter kan nå sende frem lovendringsforslag på samme måte som klubber. Tidligere måtte dette skje som vedtak på den årlige distriktskonferansen. Lovendringsforslag (enactments) kan nå foreslås av en klubb, et distrikt (strøket distriktskonferanse), COL eller styret i RI. Forslagene fra klubber og distrikter skal godkjennes av distriktet på distriktskonferansen, et «District legislative Meeting» eller ved klubbballotering arrangert av guvernøren. (endring i RI Bylaws 7.020 og 7.030).

Tilsvarende gjelder for å fremme resolusjoner til styret i RI. (endring i RI Bylaws 8.030 og 8.040).

Ved COL 2019 ble RI Bylaws endret ved at det ble åpnet for at styret kan fremme lovforslag som haster for COR. Underforstått – det kan ikke vente til neste lovråd som er den ordinære vei for behandling av lovforslag. Dette ble på COL2022 strammet inn til å gjelde forhold som har oppstått etter siste COL. (Endring av RI Bylaws 8.050).

Styrets forslagsrett til COL ble også tidsmessig begrenset. Disse må foreligg innen 31.desember før COL samles. Begrunnelsen er at representantene må få tilstrekkelig tid til å saksbehandle forslagene om disse er aldri så viktige. (Endret RI Bylaws 7.050).

Councils – Møter og delgater (22-63 til 22-68)

Styret i RI trakk et forslag om å gi Rotaractere anledning til å fremme lovforslag og resolusjoner, og å gi Rotaractere rett til å møte som delegater til COL. Det er fortsatt uklarheter rundt Rotaract som må avklares, og forslaget ville krevet omfattende opplysning og debatt.

COL 2019 fratok tidligere presidenter i Rotary International møterett på COL. Et forsøk på «omkamp» med en mer begrenset deltakelse førte ikke frem.

Et forslag om at COL kan avholdes enten som digitalt online møte eller ved fremmøte falt også. Viktigheten av å kunne presentere, drøfte og beslutte i et fysisk forum kan ikke erstattes av digitale møter, men kan være et supplement, jfr. årets hybridmøte.

Councils – diverse (22-69 til 22-70)

Derimot var det stor oppslutning (69,56% av delegatene) om at styret i RI skal informere guvernørene om hvilke tiltak styret har iverksatt i sakens anledning innen ett år etter at en resolusjon har blitt vedtatt på Council on Resolutions . (Endring av RI Bylaws 8.120)

Videre ble det vedtatt å modernisere og effektivisere Constitution of Rotary International (RI Constitution). En kraftig språkvask. Den ble ¼ kortere og lettere å bruke. Den består nå av 15 oversiktlige paragrafer, se **Vedlegg 2**.

Distriktsadministrasjon (22-71 til 22-76)

COL 2022 vedtok å gi styret i RI anledning til å prøve ut nye og mer moderne tilsynsstrukturer for klubber og rotarianere. Pilotprosjektet kan omfatte inntil 1 000 klubber i en 6 års periode. Samfunnet vårt endrer seg, og teknologi påvirker våre liv i økende grad. Det er tid for å se på alternative måter å støtte våre klubber og våre medlemmer på. Nye modeller skal om mulig øke effektiviteten og se på nye måter å gjøre frivillige stillinger mer håndterlige og gjennomførbare. Innvendinger mot forslaget er at det ikke ble informert mer om hva Styret i RI tenker seg. Distrikter og klubber i Australia og New Zealand skal være positive til å være «prøvekluter» (RI Constitution Art 4.5).

Det ble vedtatt at styret i RI kan endre distriktsgrenser i distrikt med mindre enn 20 klubber eller 1.100 Rotarianere, eller å slå sammen disse klubbene med andre distrikter, eller å dele distrikt med mer enn 100 klubber og 5.400 Rotarianere. Per i dag er det 29 små distrikter i den første kategori og 53 store distrikt i den andre. (Endring i RI Bylaws art 15.010.1).

To forslag om å fjerne kravet til å holde en årlig distriktskonferanse falt. Kostnadskutt var begrunnelsen for forslagene.

Tjenestegrener og «Code of conduct» (22-77 til 22-82)

Det ble vedtatt en endring i lovene for Rotaryklubber – Artikkel 5 Tjenestegrener, ved å inkludere begrepet «**positiv fred**» i punkt 3 og 4 under hhv. Samfunnstjeneste og Internasjonal tjeneste.

Begrepet Positiv fred bygger på FNs bærekraftsmål nr. 16: Fremme fredelige og inkluderende samfunn for å sikre bærekraftig utvikling, sørge for tilgang til rettsvern for alle, og bygge velfungerende, ansvarlige og inkluderende institusjoner på alle nivåer.

Det ble vedtatt å ta inn et tillegg i RI Bylaws som gir Rotaractere, på lik linje med Rotarianere, rett til å møte i en hvilken som helst annen Rotaryklubb (Endring RI Bylaws art 4.080).

Klubbmøtene og fremmøte (22-83 til 22-92)

Det ble vedtatt at fremmøterapportene som tidligere skulle sendes guvernør månedlig bortfaller. (Endring RI Bylaws art 4). Symptomatisk nok ønsket en klubb i Japan å gå i motsatt retning med mer rapportering. Det fant lite gehør.

Det ble videre gjort en endring i klubblovenes artikkel 10 punkt 5 b. Det kreves nå ikke styregodkjennelse dersom man ønsker å være fritatt fra frammøteplikten dersom summen av medlemmets alder og medlemskap er 85 år eller mer. Medlemmet må bare sende melding til klubbens sekretær.

4. Rotaryklubbene

Endringer i klubblovene er kort oppsummert:

- Begrepet Positiv Peace (art 6)
- Styrereferater innen 30 dager (forkortet fra 60 dager) etter styremøtet (art 7)
- Satellittklubben kan ha medlemmer fra andre (Rotarianere) enn sponsorklubben (art 8)
- 85-årsregelen – medlemmer kan melde fra om møtefritak til sekretær – ikke lenger nødvendig med styregodkjennelse. (art 10)
- Medlemmer må ikke lenger bo eller arbeide innenfor klubbens område. Medlemskap opphører ikke om medlemmet flytter og ønsker å opprettholde medlemskapet (art 13)

Endringer i RI Bylaws som berører klubben direkte:

- Rotaractere har rett til å møte i alle Rotaryklubber på lik linje med Rotarianere
- Fremmøte skal ikke lenger rapporteres Guvernøren
- Rotarymedlemmer kan foreslå nye medlemmer i andre klubber enn sin egen
- I rekrutteringen skal det legges vekt på mangfold, (og nå lagt til) **likeverd og inkludering**

- Avgiftsøkning: De vedtatte satsene er US\$ 35.50 per halvår i 2022-23, US\$37.50 per halvår 2023-24, US\$ 39,25 per halvår 2024-25 og US\$ 41.00 per halvår 2025-26



Med vennlig hilsen

Stig Asmussen

Council representativ distrikt 2310.

Table of Contents

Council Number	Title	Voting Totals	Page Number
22-07	To amend the amount of time club boards have to provide minutes to their members	329 - 155	1
22-10	To add equity and inclusion to the building of a well-balanced membership	420 - 56	1
22-13	To remove the requirement that a member must work or reside in the locality of their club	402 - 75	2
22-14	To allow active members to propose prospective members in any club	329 - 151	3
22-15	To amend the provisions for membership in a satellite club	308 - 160	3
22-18	To state that Rotaractors may be members of RI committees	393 - 79	4
22-20	To revise the timeline for president and director elections	413 - 71	5
22-21	To amend the qualifications for director and membership on the director nominating committee	280 - 208	8
22-27*	To authorize the board to remove a Rotarian's past officer status	295 - 164	9
22-28	To revise the process for changing sections in a zone	380 - 92	9
22-32	To amend the officers of RIBI	423 - 43	10
22-38	To authorize the Board to suspend or terminate a club or Rotaract club for initiating litigation against a district	352 - 130	10
22-39	To amend the provisions regarding RI committees	376 - 104	11
22-46*	To increase per capita dues	285 - 205	14
22-52	To amend the provisions regarding the Audit Committee and audited financial statements	357 - 102	14

Legislation adopted with amendments is noted by an asterisk (*) after the Council number.

Council Number	Title	Voting Totals	Page Number
22-53	To amend where the Board must report expenditures from the RI reserve	432 - 33	16
22-54	To publish the RI budget and annual report on the Rotary website	Adopted on Consent Agenda	16
22-56	To amend how districts may propose legislation and resolutions	400 - 65	17
22-57	To provide for the type of urgent enactments that may be considered by the Council on Resolutions	255 - 216	18
22-59	To amend the deadline for the RI Board to propose position statements	258 - 217	18
22-61	To eliminate inconsistencies in the RI Bylaws	Adopted on Consent Agenda	19
22-69*	To provide that governors are notified of actions taken on adopted resolutions	329 - 144	20
22-70	To modernize and streamline the RI Constitution without making any substantive changes	424 - 52	20
22-71*	To provide for the administration of clubs in a pilot project	324 - 150	26
22-72	To revise the criteria for changing district boundaries	247 - 234	27
22-78	To amend the Avenues of Service to include positive peace	249 - 219	27
22-84	To allow Rotaractors to attend Rotary club meetings	Adopted on Consent Agenda	28
22-85	To remove the attendance report requirement	319 - 162	29
22-92	To revise the process for approving excused absences	233 - 229	29
Opposition to Legislation Report Form			30
<i>Vote to sustain Board Decision 36, pts. 3. b., c., and d., from November 2021</i>		455 - 29	

ADOPTED ENACTMENT 22-07

To amend the amount of time club boards have to provide minutes to their members

*To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows*

Article 7 Meetings

Section 3 — *Board Meetings.* Within ~~60~~ 30 days after all board meetings, written minutes should be available to all members.

(End of Text)

ADOPTED ENACTMENT 22-10

To add equity and inclusion to the building of a well-balanced membership

*To amend the **BYLAWS** of Rotary International as follows*

Article 4 Membership in Clubs**4.070. Diversity of Membership.**

Each club or Rotaract club shall endeavor to build a well-balanced membership that celebrates diversity, equity, and inclusion. No club or Rotaract club, regardless of when it joined RI, may in any way limit membership due to gender, race, color, creed, national origin, or sexual orientation, or impose any membership condition not specifically allowed by the RI constitution or bylaws. Any membership provision or condition in conflict with this section is null, void, and without effect.

(End of Text)

ADOPTED ENACTMENT 22-13

To remove the requirement that a member must work or reside in the locality of their club

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 5 Membership

Section 2 — Composition of Clubs.

- (a) A club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, occupation, and/or community; and are willing to serve in their community and/or around the world ~~and having their place of business or residence located in the locality of the club or the surrounding area. A member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said member continues to meet all conditions of club membership.~~

*And to amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows*

Article 13 Duration of Membership

Section 2 — Automatic Termination.

- ~~(a) *Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this club or the surrounding area, but continues to meet all conditions of club membership, the board may:~~
- ~~(1) allow a member to remain in this club; or~~
 - ~~(2) grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a club in the new community.~~
- ~~(b) (a) *Rejoining.* When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.~~
- ~~(c) (b) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.~~

(End of Text)

ADOPTED ENACTMENT 22-14

To allow active members to propose prospective members in any club

*To amend the **BYLAWS** of Rotary International as follows*

Article 4 Membership in Clubs**4.100. Sponsorship of Members.**

Members may propose prospective members for membership in any club.

(Subsequent sections will be renumbered as appropriate)

(End of Text)

ADOPTED ENACTMENT 22-15

To amend the provisions for membership in a satellite club

*To amend the **BYLAWS** of Rotary International as follows*

Article 1 Definitions

- | | |
|------------------------------|---|
| 1. Board: | The RI Board of Directors. |
| 2. Club: | A Rotary club. |
| 3. Constitutional documents: | The RI constitution and bylaws, and the standard Rotary club constitution. |
| 4. Governor: | The governor of a Rotary district. |
| 5. Member: | A member, other than an honorary member, of a Rotary club. |
| 6. RI: | Rotary International. |
| 7. RIBI: | The administrative territorial unit of RI in Great Britain and Ireland. |
| 8. Rotaract club: | A club of young adults. |
| 9. Rotaractor: | A member of a Rotaract club. |
| 10. Satellite club: | A potential club whose members are also members of the <u>a</u> club. |
| 11. TRF: | The Rotary Foundation. |
| 12. In Writing: | A communication capable of documentation, regardless of the method of transmission. |
| 13. Year: | The twelve-month period beginning 1 July. |

Article 4 Membership in Clubs**4.040. Prohibited Dual Memberships.**

No member shall simultaneously:

- (a) belong to more than one club, other than a satellite of ~~that~~ a club; or
- (b) be an honorary member in the same club.

And to amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A director on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Satellite club (when applicable): A potential club whose members shall also be members of ~~this a~~ club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period beginning 1 July.

Article 8 Membership

Section 4 — *Satellite Club Members.* Members of a satellite club of this club shall also be members of ~~this a~~ club until the satellite club is admitted to RI membership as a Rotary club.

Section 5 — *Prohibited Dual Memberships.* No member shall simultaneously
 (a) belong to this and another club other than a satellite of ~~this a~~ club, or
 (b) be an honorary member in this club.

(End of Text)

ADOPTED ENACTMENT 22-18

To state that Rotaractors may be members of RI committees

To amend the **BYLAWS** of Rotary International as follows

Article 17 Committees

17.080. *Membership on Committees.*

Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees after consulting the board. Committees may include Rotaractors as members. The president shall designate the chair of each committee and subcommittee and serve as an ex officio member of all RI committees.

(End of Text)

ADOPTED ENACTMENT 22-20

To revise the timeline for president and director elections

*To amend the **BYLAWS** of Rotary International as follows*

Article 10 Nominations and Elections for President

10.030. *Election of Members to the Nominating Committee for President.*

10.030.3. *Two or More Eligible Past Directors from a Zone.*

If there are two or more eligible, willing, and able past directors, the member and alternate member of the committee shall be elected in a club ballot.

10.030.3.1. *Ballot Procedure.*

The general secretary shall prepare a single transferable ballot, with the names of all eligible past directors in alphabetical order. The general secretary shall send a ballot with photographs and biographical statements of each past director to each club in the zone by 15 May. The completed ballot shall be returned to the general secretary at the World Headquarters by ~~30 June~~ 15 June. The number of a club's votes is determined by the formula in subsection 15.050.1.

10.030.4. *Balloting Committee Meeting.*

A balloting committee, appointed by the president, meets at a time, place, and manner determined by the president to examine and count the ballots, no later than ~~10 July~~ 25 June. Within five days of meeting, the balloting committee shall certify the balloting results to the general secretary.

10.040. *Committee Procedure.*

10.040.3. *Forwarding Names to Committee.*

The general secretary shall, between 1 May and 15 May, notify eligible Rotarians and ask if they are willing to be considered for nomination for president. The deadline for notifying the general secretary of willingness to serve is ~~30 June~~ 15 June. Those Rotarians not responding to the general secretary by ~~30 June~~ 15 June will not be considered by the nominating committee. The general secretary shall forward the list of those willing to serve to the nominating committee and to any Rotarian upon request at least one week before the committee meeting.

10.070. *Additional Nomination by Clubs.*

In addition to the nomination made by the committee, challenges may be made in the following manner:

10.070.1. *Candidate Previously Considered and Concurrence.*

Any club may suggest as a challenging candidate a Rotarian who notified the general secretary pursuant to subsection 10.040.3. of their willingness to be considered for nomination for president through a resolution adopted by the

club. The resolution must be supported by a concurrence of at least a majority of the clubs in the district obtained at a district conference or through a club ballot. The concurrence must be certified to the general secretary by the governor. The resolution must be accompanied by a written statement from the challenging candidate agreeing to have the candidacy submitted to the clubs for endorsement. The requirements must be received by ~~1 October~~ 15 September.

10.070.2. Notification to Clubs of Challenging Candidates.

After ~~1 October~~ 15 September, the general secretary shall notify the clubs of the suggested challenging candidates and provide them with an endorsement form.

10.070.4. Endorsement of Challenging Candidate.

If on ~~15 November~~ 1 November, any challenging candidate has been endorsed by 1 percent of the clubs comprising the membership of RI as of the most recent club invoice, with at least half of the endorsements from clubs in zones other than that of the challenging candidate(s), the challenging candidate(s) and the committee's nominee shall be balloted on as provided in section 10.090. If the challenging candidate(s) fails to receive the prescribed endorsements by ~~15 November~~ 1 November, the president shall declare the committee's nominee to be the president-nominee.

10.090. Club Ballot.

The procedure for electing a president by a club ballot as provided in section 10.070. shall be as follows:

10.090.3. Distribution of Ballot.

The balloting committee shall send the ballot to each club by ~~15 February~~ 1 January, with instructions that the completed ballot be returned to the balloting committee at World Headquarters by ~~15 April~~ 15 February. The ballot shall include photographs and biographical statements of the candidates.

10.090.4. Club Voting.

The number of a club's votes is determined by the formula in subsection 15.050.1.

10.090.5. Balloting Committee Meeting.

The balloting committee shall meet at a time, place, and manner determined by the president, no later than ~~20 April~~ 20 February. The committee shall examine and count the ballots. The balloting committee shall certify the results to the general secretary within five days.

10.090.6. Counting of Votes.

The candidate receiving a majority of the votes shall be declared the president-elect. The voting shall take into account the second and subsequent choices where necessary.

10.090.7. Announcement of President-elect.

The president shall announce the name of the president-elect no later than ~~25 April~~ 25 February.

Article 11 Nominations and Elections for Directors

11.030. Club Ballot Procedure.

11.030.3. Deadline for Receipt of Ballots.

The general secretary shall send the ballot including photographs and biographical statements to each club in the zone or section no later than the following 31 December. The ballot shall be sent with instructions that the completed ballot must be returned to the general secretary at the World Headquarters no later than ~~1 March~~ 1 February.

11.030.5. Balloting Committee.

The president shall appoint a balloting committee to examine and count ballots. The committee shall meet at a time, place, and manner determined by the president, no later than ~~5 March~~ 5 February. The committee shall certify the results to the general secretary within five days.

11.030.7. Announcement of Director-nominee.

The president shall announce the name of the director-nominee selected no later than ~~10 March~~ 10 February.

11.030.8. Tie Vote.

If a club ballot results in a tie for director-nominee, a second club ballot shall be conducted. The general secretary shall prepare and send the ballots, which shall include the names of the candidates who tied in the first club ballot, biographical statements, and photographs. The ballots and other materials shall be sent to each club in the zone or section by ~~15 March~~ 15 February with instructions that the completed ballot be returned to the general secretary at the World Headquarters no later than the following ~~1 May~~ 1 April. The balloting committee shall meet at a time, place, and manner determined by the president to count the ballots, no later than ~~5 May~~ 5 April. The balloting committee shall certify the results to the general secretary within five days. The president shall inform all clubs in the zone of the director-nominee no later than ~~10 May~~ 10 April.

(End of Text)

ADOPTED ENACTMENT 22-21

To amend the qualifications for director and membership on the director nominating committee

*To amend the **BYLAWS** of Rotary International as follows*

Article 5 Board of Directors

5.080. Terms and Qualifications of Directors.

5.080.2. Qualifications.

A candidate shall have served a full term as governor before being proposed for director (unless the board determines that shorter service suffices), and at least three years must have elapsed since the candidate's service as governor. ~~The candidate shall have attended at least two Rotary institutes and one convention in the 36-month period before being proposed.~~ No person who served a full term as director, as defined in the bylaws or as determined by the board, may again be a director except as president or president-elect.

Article 11 Nominations and Elections for Directors

11.020. Selection of Director-nominee and Alternate by Nominating Committee Procedure.

11.020.3. Membership on Nominating Committee.

A nominating committee shall consist of one member from each district in the zone or section elected by the clubs of the district as provided. Each member shall be a past governor at the time of election, who is a member of a club in the relevant zone or section. ~~The members shall have attended (a) at least two Rotary institutes of the zone from which the director is being nominated and (b) one convention in the three years before serving on the committee. A district may, by a resolution adopted at a district conference by a majority vote of the electors present and voting, dispense with some or all of requirements (a) or (b), if the resolution applies only to the next nominating committee.~~ Members shall be elected for a term of one year. Directors or past directors shall not be eligible for membership on the nominating committee. No Rotarian shall serve more than twice as a member of the nominating committee. Each member shall have one vote.

(End of Text)

ADOPTED ENACTMENT 22-27*

To authorize the board to remove a Rotarian's past officer status

*To amend the **BYLAWS** of Rotary International as follows*

Article 6 Officers**6.050. Removal of Past Officer Status.**

The board, for cause, may remove a Rotarian's past officer status even though they have served as a past officer. A Rotarian who has been determined by the board to no longer be considered to be a past RI officer shall not be eligible to serve in any office referenced in these bylaws for which serving as a past officer is required. Prior to the board taking this action, the Rotarian shall be given an opportunity at a board hearing to provide reasons as to why this action should not be taken. Removal of an individual's past officer status requires a two-thirds vote of the entire board.

(Subsequent sections will be renumbered as appropriate)

(End of Text)

ADOPTED ENACTMENT 22-28

To revise the process for changing sections in a zone

*To amend the **BYLAWS** of Rotary International as follows*

Article 11 Nominations and Elections for Directors**11.010. Nominations for Directors by Zones.****11.010.4. Realignment of Zones.**

Any new alignments can be made by the board.

11.010.5. Sections Within Zones.

The board may create, modify, or eliminate sections in zones in order to rotate the directorship within a zone by nominating RI directors on a schedule set by the board, based on an approximately equal of number of Rotarians. ~~Except for zones that include clubs in RIBI, no such section shall be created, modified, or eliminated over the objection of a majority of the clubs in the zone.~~

(End of Text)

ADOPTED ENACTMENT 22-32

To amend the officers of RIBI

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 7 Officers

Section 1 — Titles. The officers of RI shall be president, president-elect, vice-president, treasurer, other directors, general secretary, district governors, and the ~~president, immediate past president, vice-president~~ chair, chair-elect, and honorary treasurer of RI in Great Britain and Ireland.

*And to amend the **BYLAWS** of Rotary International as follows*

Article 11 Nominations and Elections for Directors

11.040. *Nominations for Officers of RIBI.*

Nominees for ~~president, vice-president~~ chair, chair-elect, and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of RIBI.

(End of Text)

ADOPTED ENACTMENT 22-38

To authorize the Board to suspend or terminate a club or Rotaract club for initiating litigation against a district

*To amend the **BYLAWS** of Rotary International as follows*

Article 3 Resignation, Suspension or Termination of Membership in RI

3.020. *Board Discipline, Suspension, or Termination of a Club or Rotaract Club.*

3.020.1. *Suspension or Termination.*

The board may suspend or terminate a club or Rotaract club that:

- (c) initiates or maintains, or retains a member or Rotaractor who initiates or maintains, litigation against RI, ~~or TRF,~~ or the district, including their directors, trustees, officers, agents, and employees, before exhausting all remedies in the constitutional documents; or

(End of Text)

ADOPTED ENACTMENT 22-39

To amend the provisions regarding RI committees

*To amend the **BYLAWS** of Rotary International as follows*

Article 17 Committees

17.010. Standing and Other Committees.

The board shall establish the following standing committees ~~on~~:

- (a) audit
- (b) constitution and bylaws
- (c) districting
- (d) election review
- (e) finance
- (f) membership
- (g) operations review
- (h) strategic planning
- ~~(a) communications – with six members, two appointed each year for three year terms;~~
- ~~(b) constitution and bylaws – with three members, one appointed each year for a three year term, except that in the year of the council on legislation there shall be four members, with the most recent past member serving a fourth year;~~
- ~~(c) conventions – with six members, including the chair of the host organization for the convention. The president may appoint as chair a Rotarian who previously served for two years as a member of a conventions committee but not as chair. In addition to the chair of a convention committee, one other member may be a person who previously served on a convention committee;~~
- ~~(d) districting – with three members, one appointed each year from the board for a three year term;~~
- ~~(e) election review – with six members, two appointed each year for three year terms;~~
- ~~(f) finance – with eight members, six serving three year terms with two members appointed each year, plus the RI treasurer and one board member appointed by the board, both serving one year terms as non-voting members; and~~
- ~~(g) Rotaract – with three members, one appointed each year for a three year term, plus three Rotaractors, with the committee co-chaired by one member and one Rotaractor.~~

~~17.020. Other Committees.~~

The board may establish other committees, as needed. ~~and For standing and other committees, the board shall~~ determine, subject to the provisions of section 17.100.;

- (a) the number of members;
- (b) the terms of members;
- (c) the qualification of members;
- ~~(e)~~ (d) the duties and authority; and
- ~~(d)~~ (e) the continuity of members from year to year.

For those committees serving both RI and TRF, the Board and Trustees shall jointly determine the number, terms, qualifications, duties, and continuity of members from year to year.

17.030. *Special Committees Exceptions.*

The provisions of sections 17.010., 17.020., 17.080., and 17.090. 17.040., and 17.050. do not apply to any nominating committees or any committee formed under sections 17.040. — 17.070.

17.040. *Membership Committee.*

The board shall appoint a membership committee composed of at least eight members appointed for at least three year terms on a staggered basis and eligible for reappointment.

17.050. *Strategic Planning Committee.*

The board and the TRF trustees shall appoint a strategic planning committee with eight members. Two members shall be appointed each year, one by the board and one by the trustees, for four year terms. No member shall be a board member, a TRF trustee, or a past president. The chair and vice chair shall be jointly appointed by the RI president and the TRF chair. Members who served fewer than three years may be reappointed. Members shall be selected to balance experience in long term planning, RI or TRF programs and activities, and financial management. The committee shall meet as decided by the president, the board, the TRF chair, or the TRF trustees.

17.060. *Audit Committee.*

The board shall appoint an audit committee with seven members, each of whom shall be independent and financially literate. The committee shall include two board members appointed annually by the board and one trustee appointed annually by the TRF trustees. In addition, the committee shall include four members appointed by the board, who are not board members or trustees, for single terms of six years. The committee shall review and report to the board as appropriate on RI and TRF financial reports, the external audit, the system of internal control, internal audit, and related matters. The committee advises the board and trustees under terms of reference not in conflict with this section, prescribed by the board and trustees. The committee shall meet up to three times per year. The president, the board, or the committee chair shall determine the time, place, manner, and notice of regular meetings. For additional meetings, the president or committee chair may determine the time, place, manner, and notice. The chair of the operations review committee (or the chair's designee) shall serve as a liaison to the audit committee.

17.070. *Operations Review Committee.*

The board shall appoint an operations review committee with six members, for single terms up to six years, with one member appointed each year as appropriate to maintain six members. No member shall be a past president, current board member, or current TRF trustee. Members shall be selected to balance experience in management, leadership development, and financial management. The president or the board shall determine the time, place, manner, and notice of meetings. As deemed necessary by the

~~board or the president, the operations review committee may review operational matters, including, but not limited to, the effectiveness and efficiency of operations, administrative procedures, and standards of conduct. The committee reports directly to the board under terms of reference not in conflict with this section, prescribed by the board.~~

~~17.080.~~ **17.030.** *Membership on Committees.*

Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees after consulting the board. The president shall designate the chair of each committee and subcommittee and serve as an ex officio member of all RI committees.

~~17.090.~~ **17.040.** *Meetings.*

Except as otherwise provided in these bylaws, the president shall determine the time, place, manner, and notice of all meetings of committees and subcommittees. A majority of the members shall constitute a quorum, and the act of a majority of the members present at a meeting with a quorum shall be the act of the committee or subcommittee.

~~17.100.~~ **17.050.** *Term of Service.*

Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than ~~three years~~ one term. No person who has served on a committee for ~~three years~~ a full term is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

17.060. *Committee Exceptions.*

The provisions of sections 17.010. to 17.050. do not apply to any nominating committees.

~~17.110.~~ **17.070.** *Secretary of Committees.*

The general secretary is the secretary of all committees, unless the board otherwise provides. The general secretary may appoint another person to serve as secretary.

~~17.120.~~ **17.080.** *Quorum.*

A majority of all committee members is a quorum for a meeting, unless otherwise provided in the bylaws or by the board.

~~17.130.~~ **17.090.** *Manner of Conducting Business.*

A committee may conduct business by any manner of communication under rules of procedure prescribed by the board, unless contrary to the bylaws.

~~17.140.~~ **17.100.** *Authority over Committees.*

All committees are subject to board control and supervision pursuant to subsection 5.010.2.(c). All committee actions and decisions are subject to board approval, except the decision of the nominating committee for president in selecting a president-nominee. However, the board has jurisdiction over all actions and decisions that are in violation of article 13.

(End of Text)

ADOPTED ENACTMENT 22-46*

To increase per capita dues

To amend the **BYLAWS** of Rotary International as follows

Article 18 Fiscal Matters**18.030. Dues.****18.030.1. Per Capita Dues.**

Each club pays per capita dues to RI for each member as follows: ~~US\$34.00 per half year in 2019 – 20, US\$34.50 per half year in 2020 – 21, US\$35.00 per half year in 2021 – 22, and US\$35.50 per half year in 2022 – 23, US\$37.50 per half year in 2023 - 24, US\$39.25 per half year in 2024 - 25, and US\$41.00 per half year in 2025 - 26, and thereafter.~~ The dues shall remain constant until changed by the council on legislation.

(End of Text)

ADOPTED ENACTMENT 22-52

To amend the provisions regarding the Audit Committee and audited financial statements

To amend the **BYLAWS** of Rotary International as follows

Article 17 Committees**17.060. Audit Committee.**

The board ~~and the TRF trustees~~ shall appoint an audit committee with seven members, ~~each of whom who~~ shall be independent and financially literate. ~~The committee shall include two board members appointed annually by the board and one trustee appointed annually by the TRF trustees. In addition, the committee shall include four members appointed by the board, who are not board members or trustees, for single terms of six years. The committee shall review and report to the board as appropriate on RI and TRF financial reports, the external audit, the system of internal control, internal audit, and related matters. The committee advises the board and trustees under terms of reference not in conflict with this section, prescribed by the board and trustees. The committee shall meet up to three times per year. The president, the board, the TRF chair, the TRF trustees, or the committee chair shall determine the time, place, manner, and notice of regular meetings. For additional meetings, the president or committee chair may determine the time, place, manner, and notice. The chair of the operations review committee (or the chair's designee) shall serve as a liaison to the audit committee.~~

Article 18 Fiscal Matters

18.080. *Report.*

The general secretary shall publish the audited financial statements and accompanying notes and supplemental schedules (if any), as well as an annual report no later than 31 December after the fiscal year end. ~~The report shall~~ general secretary shall also report, by individual office, ~~clearly show~~ all expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each director and director-elect. ~~The report shall contain the expenditures of the board, the annual convention, and each major division of the administration and the operations of the secretariat, and be accompanied by a statement comparing each of these items with the budget adopted in accordance with subsection 18.050.1., or, if revised, in accordance with subsection 18.050.2. The report shall contain full details of any expenditure varying from the approved budget by over 10 percent in each category. The report shall be distributed to each current and past RI officer and available to any club or Rotaract club upon request. The general secretary shall send the report for the year before a council on legislation to all council members at least 30 days before the council convenes.~~

Article 22 The Rotary Foundation

22.040. *Report of Trustees.*

The trustees shall report to RI at least annually on TRF's programs and finances. ~~The annual report~~ general secretary shall also report, by individual office, ~~clearly show~~ all expenses reimbursed to, and all payments made on behalf of, each trustee.

(End of Text)

ADOPTED ENACTMENT 22-53

To amend where the Board must report expenditures from the RI reserve

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 6 Board of Directors

Section 2 — Powers. The affairs and funds of RI shall be under the direction and control of the board in conformity with this constitution and the bylaws and the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments thereto. In exercising such direction and control over the funds of RI, the board may, as fixed by the budget or budgets provided for in the bylaws, expend in any fiscal year the current income and such amount from the RI reserve as may be necessary to accomplish the purposes of RI. The board shall report to the next convention and council on legislation as to the special conditions under which expenditures have been made from the reserve. The board shall at no time incur an indebtedness in excess of the then net assets of RI.

(End of Text)

ADOPTED ENACTMENT 22-54

To publish the RI budget and annual report on the Rotary website

*To amend the **BYLAWS** of Rotary International as follows*

Article 18 Fiscal Matters

18.050. Budget.

18.050.5. Annual Publication of the RI Budget.

By 30 September each year, the RI budget shall be published as decided by the board on RI's website and brought to the attention of all clubs and Rotaract clubs.

18.080. Report.

The general secretary shall publish the audited annual report no later than 31 December after the fiscal year end. The report shall, by individual office, clearly show all expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each director. The report shall contain the expenditures of the board, the annual convention, and each major division of the administration and the operations of the secretariat, and be accompanied by a statement comparing each of these items with the budget adopted in accordance with subsection 18.050.1., or, if revised, in accordance with subsection 18.050.2. The report shall contain full details of any expenditure varying from the approved budget by over 10 percent in each category. The report shall be distributed to each current and past RI

officer and available to any club or Rotaract club ~~upon request~~ on RI's website.
The general secretary shall send the report for the year before a council on
legislation to all council members at least 30 days before the council convenes.

(End of Text)

ADOPTED ENACTMENT 22-56

To amend how districts may propose legislation and resolutions

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 16 Amendments

Section 2 — *Who May Propose.* Amendments to this constitution 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 in accordance with the procedures contained in the bylaws.

*And to amend the **BYLAWS** of Rotary International as follows*

Article 7 Council on Legislation

7.020. *Who May Propose Legislation.*

Enactments may be proposed by a club, a district ~~conference~~, the general council or conference of RIBI, the council on legislation, or the board. Only the board may propose position statements. The board shall not propose legislation related to TRF without prior agreement by the TRF trustees.

7.030. *District Endorsement of Club and District Legislation.*

~~Club-proposed~~ Club and district-proposed enactments must be endorsed by ~~its~~ the district at a district conference, a district legislation meeting, or an RIBI district council. Where time does not allow proposed enactments to be submitted to the district conference, a district legislation meeting, or RIBI district council, the proposed enactments may be submitted to the clubs of the district by a club ballot conducted by the governor. Any club ballot shall follow the procedure in section 12.050. as closely as possible. An enactment delivered to the general secretary shall be certified by the governor that it has been endorsed. Districts should not propose or endorse more than five enactments per council on legislation.

Article 8 Council on Resolutions

8.030. *Who May Propose Resolutions.*

Resolutions may be proposed by a club, a district ~~conference~~, the general council or conference of RIBI, and the board.

8.040. *District Endorsement of Club and District Resolutions.*

~~Club-proposed~~ Club and district-proposed resolutions must be endorsed by the district at a district conference, a district legislation meeting, RIBI district council, or through a club ballot conducted by the governor, following the procedures in section 12.050. as closely as possible. A proposed resolution delivered to the general secretary shall be certified by the governor that it has been endorsed.

(End of Text)

ADOPTED ENACTMENT 22-57

To provide for the type of urgent enactments that may be considered by the Council on Resolutions

*To amend the **BYLAWS** of Rotary International as follows*

Article 8 Council on Resolutions**8.050. *Enactments Considered by the Council on Resolutions.***

The council on resolutions, as a special meeting of the council on legislation, shall consider and act on any enactments duly proposed by the board that the board determines to be of an urgent nature. Such urgent enactments should be limited in scope to situations that have occurred since the most recent council on legislation.

(End of Text)

ADOPTED ENACTMENT 22-59

To amend the deadline for the RI Board to propose position statements

*To amend the **BYLAWS** of Rotary International as follows*

Article 7 Council on Legislation**7.050. *Deadline for Enactments and Position Statements.***

The general secretary must receive enactments by 31 December in the year before the council. The board may propose enactments it determines to be urgent and position statements by 31 December before the council convenes. ~~The board may propose position statements any time before the council adjourns.~~

(End of Text)

ADOPTED ENACTMENT 22-61

To eliminate inconsistencies in the RI Bylaws

*To amend the **BYLAWS** of Rotary International as follows*

Article 11 Nominations and Elections for Directors

11.020. *Selection of Director-nominee and Alternate by Nominating Committee Procedure.*

11.020.9. *Selection of Members by Nominating Committee Procedure.*

The member and the alternate member of the nominating committee may be selected by a nominating committee procedure based on section 12.030.1. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for member shall not serve on the committee. ~~The member and the alternate member of the nominating committee shall be selected by 30 June of the year before the scheduled nomination.~~

11.020.12. *Report of Member to the General Secretary.*

The member and the alternate shall be reported by the governor to the general secretary. Those reported after 1 June shall not serve on the nominating committee.

Article 12 Nominations and Elections for Governors

12.030. *Nominating Committee Process.*

12.030.3. *Club Suggestions for Governor.*

The governor shall invite clubs to submit their suggestions for nominations for governor. ~~The deadline for suggestions is~~ invitation is to be made at least two months before suggestions are due to the nominating committee ~~meeting~~. The suggestions shall be submitted by a resolution naming the suggested candidate adopted at a regular club meeting and certified by the secretary. A club shall only suggest one of its own members.

12.090. *Vacancies in the Offices of Governor-nominee and Governor-elect.*

If a district fails to select a governor-nominee or if a nominee becomes disqualified for election or otherwise unable or unwilling to serve and another nominee is not selected either before the election of officers at the convention or at least three months before the international assembly, the governor shall reinitiate the selection procedures starting with section 12.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. ~~Thereafter, if~~ If either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for the successor has

been completed by the district, then the successor shall automatically fill the vacancy if they are willing to do so, subject to the required election either by the convention or the board. If the successor has been selected, but is unable or unwilling to fill the vacancy, the board shall elect a Rotarian qualified under section 16.010.

(End of Text)

ADOPTED ENACTMENT 22-69*

To provide that governors are notified of actions taken on adopted resolutions

*To amend the **BYLAWS** of Rotary International as follows*

Article 8 Council on Resolutions

8.110. Adopted Resolutions.

Within one year of the conclusion of the council on resolutions, the board shall notify all governors of any board action taken in regard to resolutions adopted by the council.

(Subsequent sections will be renumbered as appropriate)

(End of Text)

ADOPTED ENACTMENT 22-70

To modernize and streamline the RI Constitution without making any substantive changes

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 1 Definitions

1. Board: The RI Board of Directors.
2. Club: A Rotary club.
3. Governor: A governor of a Rotary district.
4. Member: A member, other than an honorary member, of a Rotary club.
5. RI: Rotary International.
6. Rotaract club: A club of young adults.
7. Rotaractor: A member of a Rotaract club.
8. Year: The twelve-month period beginning 1 July.

Article 2 ~~Name and Description~~ The Association and Its Purposes

The name of this organization shall be Rotary International. RI is the association of clubs and Rotaract clubs throughout the world.

Article 3 ~~Purposes~~

The purposes of RI are RI's purpose is to:

- (a) ~~To support the~~ Support clubs, Rotaract clubs, and districts of RI in their pursuit of programs and activities that promote the Object of Rotary; and
- (b) ~~To encourage~~ Encourage, promote, extend, and supervise Rotary throughout the world; and
- (c) ~~To coordinate and generally direct the activities of RI.~~

Article 4 ~~3~~ 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 5 ~~4~~ Membership

Section 1 — *How Constituted.* The membership of RI shall consist of are clubs and Rotaract clubs which continue to perform the obligations as set forth in this constitution and the bylaws.

Section 2 — *Composition of Clubs.*

- (a) A club ~~shall be composed of adult persons~~ is composed of adults who:
 - 1) demonstrate good character, integrity, and leadership;
 - 2) possess good reputation within their business, profession, occupation, and/or community; ~~and~~
 - 3) are willing to serve in their community and/or around the world; and
 - 4) having have their place of business or residence ~~located~~ in the locality of the club or the surrounding area. A member ~~moving~~ who moves from the locality of the club or the surrounding area may retain membership in the club ~~where the member's board grants such permission and said member continues to meet all conditions of club membership with the approval of the club's board.~~
- (b) ~~Each club~~ Clubs shall have a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.
- (c) ~~The bylaws of RI~~ RI Bylaws may provide for active ~~membership~~ and honorary membership in clubs and ~~shall prescribe~~ the qualifications for each.

- (d) ~~In~~ If approved by the board, a club or Rotaract club is not required to use the word “club” in its name in countries where the word “club” has an inappropriate connotation, Rotary clubs or Rotaract clubs, with the approval of the board, will not be obliged to use it in their names.

Section 3 — *Composition of Rotaract Clubs.* ~~Rotaract clubs shall be composed of Rotaractors as determined by the board. The board shall determine the composition of Rotaract clubs.~~

Section 4 — *Ratification of Constitution and Bylaws.* Every club and Rotaract club ~~granted a certificate of membership in RI and accepting the same thereby accepts, ratifies, and agrees to be bound in all things, not contrary to law, by this constitution and the bylaws of RI, and amendments thereto, and to faithfully observe the provisions thereof. is bound by the requirements of this constitution and the RI Bylaws, and any amendments to them, not contrary to law.~~

Section 5 — *Exceptions.* ~~Notwithstanding any other provision of this constitution or of the bylaws of RI or the standard club constitution, the~~ The board may, as a pilot project, may admit into membership or permit the reorganization of up to 1,000 clubs with that have provisions in their constitutions that are not in accordance with this constitution, and bylaws of RI the RI Bylaws, and the standard club constitution. Such pilot project may extend for a period not exceeding A pilot project may last no longer than six years. Upon the conclusion of any such pilot project, the constitutions of all clubs admitted into membership or permitted to reorganize shall be the standard club constitution as in effect at that time. At the end of the pilot project, all clubs shall adopt the standard club constitution.

Article 6 5 Board of Directors

Section 1 — *How Constituted.* ~~The board of directors shall be nineteen in number. There are 19 members of the board, including the president and the president-elect. The president of RI shall be a member and is chair of the board. The president elect of RI shall be a member of the board. Seventeen directors shall be nominated and elected are selected in accordance with the provisions of the bylaws RI Bylaws.~~

Section 2 — *Powers.* The affairs and funds of RI ~~shall be~~ are under the direction and control of the board in conformity with this constitution, ~~and the bylaws RI Bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments thereto as amended. In exercising such direction and control over the funds of RI,~~

Section 3 — *Finances.* ~~the~~ The board may spend, as fixed by consistent with the budget or budgets provided for in the bylaws RI Bylaws, expend in any fiscal year the current income and such amounts from the RI reserve as may be necessary to accomplish the purposes of RI. The board shall report to the next following convention as to the special conditions under which the reasons for any expenditures have been made from the RI reserve. The board shall at no time incur an indebtedness in excess of the then a debt that exceeds the net assets of RI.

Section 3 4 — *Secretary.* The general secretary of RI ~~shall be~~ is secretary of the board and ~~shall have~~ has no vote in the its proceedings thereof.

Article 7 6 Officers

Section 1 — *Titles.* The officers of RI shall be ~~are~~ president, president-elect, vice-president, treasurer, other directors, general secretary, ~~district~~ governors, and the president, immediate past president, vice-president, and honorary treasurer of RI in Great Britain and Ireland.

Section 2 — *How Elected.* The officers of RI shall be ~~are~~ nominated and elected as provided in the ~~bylaws~~ RI Bylaws.

Article 8 7 Administration

Section 1 — The clubs located in Great Britain, Ireland, the Channel Islands, and the Isle of Man shall comprise an administrative territorial unit of RI which shall be known as “Rotary International in Great Britain and Ireland” Rotary International in Great Britain and Ireland (RIBI) is an RI administrative territorial unit comprising all clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man, whose ~~The~~ powers, purposes, and functions of RIBI shall be ~~are~~ those set forth in the ~~articles of constitution of RI in Great Britain and Ireland~~ RIBI constitution, as approved by the council on legislation and in the ~~this~~ constitution and ~~bylaws of RI~~ the RI Bylaws.

Section 2 — The administration of clubs shall be under general supervision of the board together with one or other of the following forms of direct supervision, which shall be at all times in conformity with the provision of this constitution and the ~~bylaws~~ Clubs are administered under the general supervision of the board, in conformity with this constitution and the RI Bylaws, with direct supervision:

- (a) ~~Supervision of a club by~~ By the board.
- (b) ~~Supervision of clubs by~~ By a governor in a ~~constituted~~ district.
- (c) ~~Such supervision, as may be deemed advisable~~ As otherwise determined by the board and approved by the council on legislation.
- (d) ~~Supervision~~ By RIBI, of clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man ~~by RI in Great Britain and Ireland~~.

Section 3 — The administration of ~~Rotaract clubs shall be~~ Rotaract clubs are administered under the general supervision of the board or ~~under such~~ other supervision as ~~determined by the board may determine~~.

Section 4 — ~~RI and clubs are encouraged to computerize their business operations to speed up and economize the operation of the Rotary organization.~~

Article 9 8 Convention

Section 1 — *Time and Place.* ~~A convention of RI shall be held annually within the last three months of the fiscal year~~ An RI convention is held during the last three months of each year, at a time and place ~~to be determined by the board,~~ subject to ~~change by the board for good cause.~~

Section 2 — *Special Conventions.* In case of emergency, special conventions may be called by the president with ~~the approval of a majority of the members~~ of the board.

Section 3 — *Representation. Delegates and Voting.* The duly accredited delegates, proxy holders, and delegates-at-large shall constitute the voting body of the convention.

- (a) ~~In any convention, each club shall be entitled to be represented by at least one delegate. A club is entitled to at least one vote either by one of its members as a delegate, or by proxy. Any club with a membership of more than fifty (50) shall be entitled to be represented by an additional delegate 50 is entitled to one additional vote for each additional fifty of its 50 members or major fraction thereof. For this purpose, representation shall be determined on the basis of membership in the club on 31 December immediately preceding the convention. A club may authorize a delegate to cast one or more of the votes to which the club is entitled. Membership is determined as of 31 December immediately before the convention. A club entitled to more than one vote may choose to send more than one delegate to the convention or may authorize a delegate or proxy to cast more than one of its votes.~~
- (b) ~~It shall be the duty of each club to be represented at each convention of RI either by one of its own members as a delegate or by proxy and to vote on each proposal submitted for determination.~~

Section 4 — *Delegates at Large.* Each officer and each past president of RI, still holding membership in a club, shall be who is a member of a club is a delegate-at-large.

Section 5 4 — *Electors and Voting.* The duly accredited delegates, proxy holders, and delegates-at-large shall constitute the voting body of the convention and shall be known as electors. Voting shall be is as provided in the bylaws RI Bylaws.

Article 10 9 Council on Legislation

Section 1 — *Purpose.* The council on legislation shall constitute the legislative body of RI.

Section 2 — *Time and Place.* The council on legislation shall convene triennially once every three years in April, May, or June, but preferably in April. The board ~~will determine~~ sets the date and place of the meeting, ~~provided that, except for~~ It is held in the vicinity of the RI world headquarters unless there are compelling financial or other reasons for it to be held elsewhere, as determined by a two-thirds vote of the entire board, the meeting shall be held in the vicinity of the RI world headquarters.

Section 3 — *Procedures.* The council on legislation shall consider ~~and act upon~~ proposals ~~which are~~ duly submitted to it, ~~and its.~~ Its action shall be is subject only to action by clubs as provided in the ~~bylaws of RI~~ RI Bylaws.

Section 4 — *Membership.* The membership of the council on legislation shall ~~be is~~ as provided in the bylaws.

Section 5 4 — *Extraordinary Meetings to Adopt Legislation.* The board, by a 90 percent vote of the entire board, may call an extraordinary meeting of the council on legislation. An extraordinary meeting of the council on legislation may be called by a vote of at least 90 percent of the entire board. The board ~~will determine~~ sets the time and place for the meeting ~~and specify its purpose.~~ The meeting ~~may consider and act only on legislation proposed by the board.~~ Only legislation submitted by the board is considered. Legislation to be considered at

~~the meeting is not subject to the~~ The submission deadlines and procedures provided elsewhere in the constitutional documents of RI, except that those procedures shall be followed to the extent do not apply unless time permits. Any action of the meeting ~~shall be~~ is subject ~~thereafter~~ to action by the clubs, as provided in section 3 of this article.

Article ~~11~~ 10 Dues

Every club and Rotaract club shall pay ~~to RI~~ per capita dues ~~semiannually to RI~~ twice per year, or on such other dates as established at other times set by the board.

Article ~~12~~ 11 Foundation

Section 1 — There shall be a Foundation of RI to be established and operated in accordance with the provisions of the ~~bylaws of RI~~ RI Bylaws.

Section 2 — All gifts, devises, or bequests of money or property, ~~or~~ and income therefrom, received by RI and any surplus funds of RI, ~~as may be authorized by the convention,~~ shall become the property of the Foundation.

Article ~~13~~ 12 Membership Title and Insignia

Section 1 — *Active Members.* ~~Every active member of a club shall be known as a Rotarian, and shall be~~ Active members are known as Rotarians and are entitled to wear the emblem, badge, or other insignia of RI.

Section 2 — *Honorary Members.* ~~Every honorary member of a club shall be known as an honorary Rotarian, and shall be~~ Honorary members are known as honorary Rotarians, and are entitled to wear the emblem, badge, or other insignia of RI as long as that member holds honorary membership in the club.

Section 3 — *Rotaract Members.* ~~Every member of a Rotaract club shall be known as a Rotaractor and shall be~~ Members of Rotaract clubs are known as Rotaractors, and are entitled to wear the emblem, badge, or other insignia of Rotaract.

Article ~~14~~ 13 Bylaws

~~Bylaws not inconsistent with this constitution embodying additional provisions for the government of RI, shall be~~ Bylaws consistent with this constitution specifying additional provisions for the governance of RI are adopted, and may be amended by the council on legislation.

Article ~~15~~ 14 Interpretation

Throughout this constitution, ~~and the bylaws of RI~~ the RI Bylaws, and the standard club constitution, the following rules of construction shall apply: The words “shall,” “is,” and “are” are mandatory, and the words “may” and “should” are permissive. ~~Pronouns of either the masculine or feminine gender shall include the other gender.~~ The terminology “mail,” “mailing,” ~~and “ballot-by-mail,”~~ and “club ballot” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 16 15 Amendments

Section 1 — ~~*Circumstances.*~~ This constitution may be amended only by a two-thirds vote of those present and voting in the council on legislation.

Section 2 — ~~*Who May Propose.*~~ Amendments to this constitution 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 in accordance with the procedures contained in the bylaws.

(End of Text)

ADOPTED ENACTMENT 22-71*

To provide for the administration of clubs in a pilot project

*To amend the **BYLAWS** of Rotary International as follows*

Article 14 Administrative Groups and Administrative Territorial Unit

14.020. Supervision.

The board may establish a method of supervision in addition to the supervision by the governors of the clubs within any area composed of two or more geographically contiguous districts. If the board establishes a method of supervision, it shall prescribe rules of procedure, which must be approved by the clubs in those districts ~~and by a convention.~~

14.030. Supervision Through a Pilot Project.

The board may establish pilot projects as a method of supervision of clubs subject to approval by all impacted districts. Only clubs located within RIBI and/or within a zone that includes Australia or New Zealand can be included in a pilot project. The board may establish the governance rules and procedures for such districts not in accordance with sections:

- (a) 7.020. and 7.030. (Proposing and Endorsing Legislation);
- (b) 8.030. and 8.040. (Proposing and Endorsing Resolutions);
- (c) 15.020. – 15.060. (District Meetings and District Fund); and
- (d) 16.030. (Duties of a Governor)

(Subsequent sections will be renumbered as appropriate)

(End of Text)

ADOPTED ENACTMENT 22-72

To revise the criteria for changing district boundaries

*To amend the **BYLAWS** of Rotary International as follows*

Article 15 Districts

15.010. How Established.

The board is authorized to group clubs into districts and set their boundaries.

15.010.1. Eliminating and Changing Boundaries.

~~The board may eliminate or change the boundaries of a district with more than 100 clubs or fewer than 1,100 Rotarians, and then may move clubs from these districts into adjacent districts, merge these districts with others, or divide them.~~
The board may change the boundaries of a district with fewer than 20 clubs or 1,100 Rotarians or merge clubs in these districts with adjacent districts, or divide a district with more than 100 clubs or 5,400 Rotarians. Otherwise, no change shall be made to the boundaries of a district if a majority of its clubs object. The board may eliminate or change the boundaries of a district only after consulting with the governors and clubs involved and allowing them reasonable opportunity to provide a recommendation on the proposed change. The board shall consider geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. The board shall establish procedures for administration, leadership, and representation of future or merged districts.

(End of Text)

ADOPTED ENACTMENT 22-78

To amend the Avenues of Service to include positive peace

*To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows*

Article 6 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 in order 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.

(End of Text)

ADOPTED ENACTMENT 22-84

To allow Rotaractors to attend Rotary club meetings

*To amend the **BYLAWS** of Rotary International as follows*

Article 4 Membership in Clubs

4.090. Attendance at Other Clubs.

~~A Rotarian~~ Rotarians and Rotaractors may attend a regular meeting or satellite club meeting of ~~another club~~ other Rotary clubs. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former club.

(End of Text)

ADOPTED ENACTMENT 22-85

To remove the attendance report requirement

*To amend the **BYLAWS** of Rotary International as follows*

Article 4 Membership in Clubs~~**4.080. Attendance Reports.**~~

~~Each club shall forward monthly attendance reports of its meetings to the governor within 15 days after the last meeting of each month. Non-districted clubs shall forward attendance reports to the general secretary.~~

(Subsequent sections will be renumbered as appropriate)

(End of Text)

ADOPTED ENACTMENT 22-92

To revise the process for approving excused absences

*To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows*

Article 10 Attendance

Section 5 — *Excused Absences.* A member's absence shall be excused if:

- (b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and ~~the board has approved~~ only these requirements are taken into consideration.

(End of Text)

Constitution of Rotary International

Article	Subject	Page
1	Definitions	1
2	The Association and Its Purposes	1
3	Object	1
4	Membership.....	1
5	Board of Directors	2
6	Officers.....	2
7	Administration.....	3
8	Convention.....	3
9	Council on Legislation	3
10	Dues	4
11	Foundation.....	4
12	Membership Title and Insignia	4
13	Bylaws	4
14	Interpretation	4
15	Amendments.....	5

Constitution of Rotary International

Article 1 Definitions

1. Board: The RI Board of Directors.
2. Club: A Rotary club.
3. Governor: A governor of a Rotary district.
4. Member: A member, other than an honorary member, of a Rotary club.
5. RI: Rotary International.
6. Rotaract club: A club of young adults.
7. Rotaractor: A member of a Rotaract club.
8. Year: The twelve-month period beginning 1 July.

Article 2 The Association and Its Purposes

Rotary International is the association of clubs and Rotaract clubs throughout the world. RI's purpose is to:

- (a) Support the clubs, Rotaract clubs, and districts in their pursuit of programs and activities that promote the Object of Rotary; and
- (b) Encourage, promote, extend, and supervise Rotary throughout the world.

Article 3 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 4 Membership

Section 1 — *How Constituted.* The membership of RI is clubs and Rotaract clubs.

Section 2 — *Composition of Clubs.*

- (a) A club is composed of adults who:
 1. demonstrate good character, integrity, and leadership;
 2. possess good reputation within their business, profession, occupation, and/or community; and
 3. are willing to serve in their community and/or around the world.

- (b) Clubs shall have a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.
- (c) The RI bylaws may provide for active and honorary membership in clubs and the qualifications for each.
- (d) If approved by the board, a club or Rotaract club is not required to use the word “club” in its name in countries where the word “club” has an inappropriate connotation.

Section 3 — *Composition of Rotaract Clubs.* The board shall determine the composition of Rotaract clubs.

Section 4 — *Ratification of Constitution and Bylaws.* Every club and Rotaract club is bound by the requirements of this constitution and the RI bylaws, and any amendments to them, not contrary to law.

Section 5 — *Exceptions.* The board may, as a pilot project, admit into membership or permit the reorganization of up to 1,000 clubs that have provisions in their constitutions that are not in accordance with this constitution, the RI bylaws, and the standard club constitution. A pilot project may last no longer than six years. At the end of the pilot project, all clubs shall adopt the standard club constitution.

Article 5 Board of Directors

Section 1 — *How Constituted.* There are 19 members of the board, including the president and the president-elect. The president is chair of the board. Seventeen directors are selected in accordance with the provisions of the RI bylaws.

Section 2 — *Powers.* The affairs and funds of RI are under the direction and control of the board in conformity with this constitution, the RI bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

Section 3 — *Finances.* The board may spend, consistent with the budget provided for in the RI bylaws, the current income and amounts from the RI reserve necessary to accomplish the purposes of RI. The board shall report to the following convention and council on legislation the reasons for any expenditures from the RI reserve. The board shall at no time incur a debt that exceeds the net assets of RI.

Section 4 — *Secretary.* The general secretary is secretary of the board and has no vote in its proceedings.

Article 6 Officers

Section 1 — *Titles.* The officers of RI are president, president-elect, vice-president, treasurer, other directors, general secretary, governors, and the chair, chair-elect, and honorary treasurer of RI in Great Britain and Ireland.

Section 2 — *How Elected.* The officers of RI are nominated and elected as provided in the RI bylaws.

Article 7 Administration

Section 1 — Rotary International in Great Britain and Ireland (RIBI) is an RI administrative territorial unit comprising all clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man. The powers, purposes, and functions of RIBI are those in the RIBI constitution, as approved by the council on legislation and in this constitution and the RI bylaws.

Section 2 — Clubs are administered under the general supervision of the board, in conformity with this constitution and the RI bylaws, with direct supervision:

- (a) By the board.
- (b) By a governor in a district.
- (c) As otherwise determined by the board and approved by the council on legislation.
- (d) By RIBI, of clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man.

Section 3 — Rotaract clubs are administered under the general supervision of the board or other supervision as determined by the board.

Article 8 Convention

Section 1 — *Time and Place.* An RI convention is held during the last three months of each year, at a time and place determined by the board.

Section 2 — *Special Conventions.* In case of emergency, special conventions may be called by the president with approval of the board.

Section 3 — *Delegates and Voting.* The duly accredited delegates, proxy holders, and delegates-at-large shall constitute the voting body of the convention.

- (a) A club is entitled to at least one vote either by one of its members as a delegate, or by proxy. Any club with a membership of more than 50 is entitled to one additional vote for each additional 50 members or major fraction thereof. Membership is determined as of 31 December immediately before the convention. A club entitled to more than one vote may choose to send more than one delegate to the convention or may authorize a delegate or proxy to cast more than one of its votes.
- (b) Each officer and past president of RI who is a member of a club is a delegate-at-large.

Section 4 — *Voting.* Voting is as provided in the RI bylaws.

Article 9 Council on Legislation

Section 1 — *Purpose.* The council on legislation shall constitute the legislative body of RI.

Section 2 — *Time and Place.* The council on legislation shall convene once every three years in April, May, or June, but preferably in April. The board sets the date and place of the meeting. It is held in the vicinity of the RI world headquarters unless there are compelling financial or other reasons for it to be held elsewhere, as determined by a two-thirds vote of the entire board.

Section 3 — Procedures. The council on legislation shall consider proposals duly submitted to it. Its action is subject only to action by clubs as provided in the RI bylaws. The membership of the council on legislation is as provided in the bylaws.

Section 4 — Extraordinary Meetings. An extraordinary meeting of the council on legislation may be called by a vote of at least 90 percent of the entire board. The board sets the time and place for the meeting. Only legislation submitted by the board is considered. The submission deadlines and procedures provided elsewhere in the constitutional documents of RI do not apply unless time permits. Any action of the meeting is subject to action by clubs, as provided in section 3 of this article.

Article 10 Dues

Every club and Rotaract club shall pay per capita dues to RI twice per year, or at other times set by the board.

Article 11 Foundation

Section 1 — There shall be a Foundation of RI to be established and operated in accordance with the provisions of the RI bylaws.

Section 2 — All gifts, devises, or bequests of money or property, and income therefrom, received by RI and any surplus funds of RI, as authorized by the convention, shall become the property of the Foundation.

Article 12 Membership Title and Insignia

Section 1 — Active Members. Active members are known as Rotarians and are entitled to wear the emblem, badge, or other insignia of RI.

Section 2 — Honorary Members. Honorary members are known as honorary Rotarians, and are entitled to wear the emblem, badge, or other insignia of RI.

Section 3 — Rotaract Members. Members of Rotaract clubs are known as Rotaractors, and are entitled to wear the emblem, badge, or other insignia of Rotaract.

Article 13 Bylaws

Bylaws consistent with this constitution specifying additional provisions for the governance of RI are adopted and may be amended by the council on legislation.

Article 14 Interpretation

Throughout this constitution, the RI bylaws, and the standard club constitution, the words “shall,” “is,” and “are” are mandatory, and the words “may” and “should” are permissive. The terminology “mail,” “mailing,” “ballot-by-mail,” and “club ballot” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 15 Amendments

This constitution may be amended only by a two-thirds vote of the council on legislation.

Bylaws of Rotary International

Article	Subject	Page
1	Definitions	1
2	Membership in Rotary International	1
3	Resignation, Suspension or Termination of Membership in RI.....	2
4	Membership in Clubs	4
5	Board of Directors	5
6	Officers.....	9
7	Council on Legislation	12
8	Council on Resolutions.....	15
9	Composition and Procedures of the Councils	17
10	Nominations and Elections for President	22
11	Nominations and Elections for Directors	27
12	Nominations and Elections for Governors.....	32
13	Conduct and Review of Elections.....	37
14	Administrative Groups and Administrative Territorial Unit.....	38
15	Districts.....	39
16	Governors	43
17	Committees	45
18	Fiscal Matters	47
19	Name and Emblem	50
20	Other Meetings	50
21	Official Magazine	51
22	The Rotary Foundation	52
23	Indemnification	52
24	Arbitration and Mediation	52
25	Amendments.....	53

Bylaws of Rotary International

Article 1 Definitions

- | | |
|------------------------------|---|
| 1. Board: | The RI Board of Directors. |
| 2. Club: | A Rotary club. |
| 3. Constitutional documents: | The RI constitution and bylaws, and the standard Rotary club constitution. |
| 4. Governor: | The governor of a Rotary district. |
| 5. Member: | A member, other than an honorary member, of a Rotary club. |
| 6. RI: | Rotary International. |
| 7. RIBI: | The administrative territorial unit of RI in Great Britain and Ireland. |
| 8. Rotaract club: | A club of young adults. |
| 9. Rotaractor: | A member of a Rotaract club. |
| 10. Satellite club: | A potential club whose members are also members of a club. |
| 11. TRF: | The Rotary Foundation. |
| 12. In Writing: | A communication capable of documentation, regardless of the method of transmission. |
| 13. Year: | The twelve-month period beginning 1 July. |

Article 2 Membership in Rotary International

- 2.010.** Application for Membership in RI.
- 2.020.** Locality of a Club.
- 2.030.** The Standard Rotary Club Constitution.
- 2.040.** The Standard Rotaract Club Constitution.
- 2.050.** Smoking.
- 2.060.** Merger of Clubs.

2.010. *Application for Membership in RI.*

To be admitted to RI, a club or Rotaract club applies to the board for membership. The application shall be accompanied by an admission fee set by the board. Membership takes effect when the board approves it.

2.010.1. *New Clubs.*

A new club shall have at least 20 charter members.

2.020. *Locality of a Club.*

A club may be organized in a locality with one or more clubs. The locality of a club that conducts its activities primarily online shall be worldwide or as the club board determines.

2.030. *The Standard Rotary Club Constitution.*

All clubs shall adopt the standard club constitution, including any future amendments to it.

2.030.1. Amendments to the Standard Club Constitution.

A club may amend the standard club constitution in the manner prescribed in the constitutional documents. An amendment automatically becomes a part of the constitution of the club.

2.030.2. Clubs Chartered Before 6 June 1922.

Clubs chartered before 6 June 1922 shall adopt the standard club constitution, but may retain variations that were provided to the board before 1990. Variations shall be an addendum to the club's constitution, which may only be amended to conform more closely to the current standard club constitution.

2.030.3. Exceptions to the Standard Club Constitution.

By a two-thirds majority of the members present, the board may approve exceptions to the standard club constitution that are required by local law, custom or exceptional circumstances and do not contravene the RI constitution and bylaws.

2.040. The Standard Rotaract Club Constitution

The board shall establish and may amend a standard Rotaract club constitution. All Rotaract clubs shall adopt the standard Rotaract club constitution. An amendment automatically becomes a part of the constitution of the Rotaract club.

2.040.1. Exceptions to the Standard Rotaract Club Constitution

By a two-thirds majority of the members present, the board may approve exceptions to a Rotaract club's constitution that are required by local law, custom, or in exceptional circumstances and do not contravene the RI constitution and bylaws.

2.050. Smoking.

Members and their guests should not smoke during meetings and other Rotary events.

2.060. Merger of Clubs.

Two or more clubs within the same district may voluntarily merge if each has fulfilled all its financial and other obligations to RI, and the board approves the merger. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. A merged club may be organized in the same locality as one or more other clubs. The board may allow the merged clubs to retain the name, charter date, emblem, and other RI insignia of any of the merging clubs.

Article 3 Resignation, Suspension or Termination of Membership in RI

3.010. Club or Rotaract Club Resignation from RI.

3.020. Board Discipline, Suspension, or Termination of a Club or Rotaract Club.

3.030. Rights of a Suspended Club or Rotaract Club.

3.040. Rights of a Terminated Club or Rotaract Club.

3.050. Reorganization of a Club.

3.010. Club or Rotaract Club Resignation from RI.

A club or Rotaract club may resign after fulfilling all its financial and other obligations to RI and receiving the board's approval. Resignation takes effect when the board approves it.

3.020. Board Discipline, Suspension, or Termination of a Club or Rotaract Club.

3.020.1. Suspension or Termination.

The board may suspend or terminate a club or Rotaract club that:

- (a) fails to pay its dues or other financial obligations to RI or required levy to the district fund;
- (b) retains a member or Rotaractor who misuses TRF funds or who otherwise breaches TRF's stewardship policies;
- (c) initiates or maintains, or retains a member or Rotaractor who initiates or maintains, litigation against RI, TRF, or the district, including their directors, trustees, officers, agents, and employees, before exhausting all remedies in the constitutional documents; or
- (d) fails to appropriately address any youth-protection allegations against a member or Rotaractor in connection with Rotary-related youth programs.

3.020.2. Suspension for Failure to Report Membership Changes.

The board may suspend a club that does not timely report membership changes to RI.

3.020.3. Termination for Failure to Function.

The board may terminate a club or Rotaract club that ceases to operate, fails to meet regularly, or otherwise fails to function, but only after requesting that the governor submit a report on the circumstances of the termination.

3.020.4. Termination for Lack of Members.

On the governor's request, the board may terminate a club if its membership falls below six members.

3.020.5. Discipline, Suspension, or Termination for Cause.

The board may discipline, suspend, or terminate a club or Rotaract club for cause only after giving it the opportunity for a hearing. At least 30 days before the hearing, the board shall notify the club's or Rotaract club's president and secretary of the charges and the time, place, and manner of the hearing. At the hearing, the club or Rotaract club may be represented by counsel, and the governor, or a past governor selected by that governor, may attend at the district's expense. After the hearing, the board may:

- (a) discipline or suspend the club or Rotaract club by a majority vote; or
- (b) terminate the club or Rotaract club by a unanimous vote.

3.020.6. Period of Suspension.

The board shall reinstate the membership rights of a suspended club or Rotaract club if it has:

- (a) paid all dues or other financial obligation to RI, or paid all required levies to the district fund;
- (b) terminated members who misused TRF funds or otherwise breached TRF's stewardship policies;
- (c) appropriately addressed any youth-protections allegations against a member or Rotaractor in connection with Rotary-related youth programs; or
- (d) resolved all issues that led to the suspension.

If the reason for suspension is not remedied within six months, the board shall terminate the club or Rotaract club.

3.030. *Rights of a Suspended Club or Rotaract club.*

During a suspension, a club or Rotaract club has no rights under the bylaws, retaining only its rights under the RI constitution.

3.040. *Rights of a Terminated Club or Rotaract Club.*

A terminated club or Rotaract club shall not use the name, emblem, and other insignia of RI and shall have no proprietary rights in the property of RI. The terminated club or Rotaract club shall return its charter to RI.

3.050. *Reorganization of a Club.*

The board may reorganize a terminated club or authorize a new club in the same area, subject to a charter fee or payment of any debt to RI.

Article 4 Membership in Clubs

4.010. Types of Members.

4.020. Active Members.

4.030. Transferring or Former Rotarian.

4.040. Prohibited Dual Memberships.

4.050. Honorary Membership.

4.060. Rotaract Club Membership.

4.070. Diversity of Membership.

4.080. Attendance at Other Clubs.

4.090. Sponsorship of Members.

4.100. Exceptions to Provisions on Membership.

4.010. *Types of Members.*

A club may have two types of membership, active and honorary.

4.020. *Active Members.*

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

4.030. *Transferring or Former Rotarian.*

A member or a former club may propose a transferring or former member for membership. Potential members with debts to another club are ineligible for membership. Any club that wishes to admit a former member shall demand that the potential member provide a written statement from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member is contingent upon receiving a written statement from the board of the previous club confirming the prospective member's prior membership in that club, and whether debts are owed by the current or former member that is being considered for membership in the other club. If a written statement is not provided within 30 days, it is assumed that the member does not owe the other club.

4.040. Prohibited Dual Memberships.

No member shall simultaneously:

- (a) belong to more than one club, other than a satellite of a club; or
- (b) be an honorary member in the same club.

4.050. Honorary Membership.

Clubs may elect honorary members for terms set by the club board, who 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.

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in more than one club.

4.060. Rotaract Club Membership.

A Rotaract club shall be composed of young adults, as determined by the board.

4.070. Diversity of Membership.

Each club or Rotaract club shall endeavor to build a well-balanced membership that celebrates diversity, equity, and inclusion. No club or Rotaract club, regardless of when it joined RI, may in any way limit membership due to gender, race, color, creed, national origin, or sexual orientation, or impose any membership condition not specifically allowed by the RI constitution or bylaws. Any membership provision or condition in conflict with this section is null, void, and without effect.

4.080. Attendance at Other Clubs.

Rotarians and Rotaractors may attend a regular meeting or satellite club meeting of other clubs. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former club.

4.090. Sponsorship of Members.

Members may propose prospective members for membership in any club.

4.100. Exceptions to Provisions on Membership.

A club may adopt provisions that are not in accordance with and that supersede sections 4.010. and 4.030. - 4.050.

Article 5 Board of Directors

5.010. Duties of the Board.

5.020. Publication of Board Decisions and Minutes.

5.030. Appeal of Board Decisions.

5.040. Removal of Officers and Committee Members.

- 5.050.** RI Meetings.
- 5.060.** Board Meetings.
- 5.070.** Executive Committee.
- 5.080.** Terms and Qualifications of Directors.
- 5.090.** Disability of Board Member.
- 5.100.** Vacancy in the Office of Director.

5.010. *Duties of the Board.*

5.010.1. *Purpose.*

The board is responsible for doing whatever may be necessary for the furtherance of the purposes of RI, the attainment of the Object of Rotary, the study and teaching of its fundamentals, and the preservation and extension of RI's ideals, ethics, and unique features throughout the world.

5.010.2. *Powers.*

The board directs and controls the affairs of RI by:

- (a) establishing policy for the organization;
- (b) evaluating implementation of policy by the general secretary;
- (c) exercising control and supervision over all officers, officers-elect, officers-nominee, and RI committees; and
- (d) exercising other powers conferred by the constitution, the bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986 and their amendments.

5.010.3. *Strategic Plan.*

The board shall adopt a strategic plan and report on it at each council on legislation. Each director shall oversee the implementation of the strategic plan within the zone from which the director was elected and its paired zone.

5.020. *Publication of Board Decisions and Minutes.*

The minutes of board meetings and board action shall be available on RI's website within 60 days after a board meeting or action. All appendixes filed with the official records of the minutes, except those the board deems confidential or proprietary, shall be available to a Rotarian upon request. Directors shall regularly report on board decisions and their activities to their zone and the alternate/paired zone.

5.030. *Appeal of Board Decisions.*

Board decisions may only be appealed to the representatives of the council on legislation, under rules set by the board. Any club, with the concurrence of at least 24 other clubs, may appeal by writing the general secretary within four months after a board decision. At least half the concurring clubs must be in districts other than that of the appealing club. The appeal shall be by a resolution adopted at a regular club meeting, certified by the president and secretary. Within 90 days of receipt, the general secretary shall hold a vote of the council representatives. The only question for the representatives is whether the decision of the board should be sustained. If, however, an appeal is received by the general secretary within three months before the next regularly scheduled meeting of the council on legislation, the appeal shall be submitted to the council on legislation to decide whether the decision of the board should be sustained.

5.040. Removal of Officers and Committee Members.

The board may remove an officer, officer-elect, officer-nominee, or committee member for cause after a hearing. At least 60 days before the hearing, the board shall give the person to be removed notice of the charges and the time, place, and manner of the hearing, which shall be served in person or by other rapid means of communication. At the hearing, the person may be represented by counsel. Removal of the person requires a two-thirds vote of the entire board. The board may also exercise the powers in section 16.060.

5.050. RI Meetings.

In planning the convention, the international assembly, and the council on legislation, the board shall make every effort to ensure that no Rotarian nor Rotaractor is excluded solely on the basis of national citizenship.

5.050.1. Annual Convention.

In accordance with the RI constitution, the board shall determine the time, place, and fees, and make all arrangements for the annual convention. The president shall be the presiding officer, who may appoint others to preside. The president may appoint credentials, balloting, and other committees if needed. The board shall adopt voting procedures implementing article 8, sections 3 and 4 of the RI constitution for representation by the delegates.

5.060. Board Meetings.**5.060.1. Frequency, Notice, and Manner.**

The board shall meet at the time, place, and manner as it may determine or upon the call of the president, provided that it meets at least twice each year. At least 30 days in advance, the general secretary gives all directors notice of a meeting unless it is waived. Official meetings, and any director's participation, may be in person, by teleconferencing, internet, and other communications equipment. The board may transact business without meeting by unanimous written consent. The president-nominee shall be a non-voting participant at board meetings.

5.060.2. Quorum.

A majority of the board is a quorum, except when the RI constitution or bylaws require a larger vote.

5.060.3. First Meeting of Year.

The incoming board meets immediately after the annual convention at a time, place, and manner set by the incoming president. Decisions at the meeting must be ratified after 30 June at a meeting or by a method in section 5.060.1. in order to take effect.

5.070. Executive Committee.

The board may appoint an executive committee composed of five to seven of its members, including ex officio members. The executive committee shall evaluate the performance of the general secretary at least annually and report its findings to the board. The board may delegate its authority to make decisions between meetings to the

executive committee, but only on matters within RI's established policy. The board prescribes the terms of reference for the executive committee, which shall not conflict with this section.

5.080. Terms and Qualifications of Directors.

5.080.1. Terms.

Directors serve a term of two years, beginning 1 July in the year next following their election, or until their successors are elected.

5.080.2. Qualifications.

A candidate shall have served a full term as governor before being proposed for director (unless the board determines that shorter service suffices), and at least three years must have elapsed since the candidate's service as governor. No person who served a full term as director, as defined in the bylaws or as determined by the board, may again be a director except as president or president-elect.

5.090. Disability of Board Member.

If a board member becomes disabled and unable to discharge their duties, the member shall forfeit the office upon a three-fourths vote of the board.

5.100. Vacancy in the Office of Director.

If the office of a director is vacant for any reason, the board shall elect the alternate selected when the director was elected, who serves the rest of the term. If the alternate cannot serve for any reason, the remaining members of the board shall elect a director from the same zone (or section of the zone) in which the vacancy occurs at its next meeting or by a vote in a manner set by the president.

Article 6 Officers

6.010. Election of Officers at Convention.

6.020. Duties of Officers.

6.030. Selection of Vice-President and Treasurer.

6.040. Election and Term of General Secretary.

6.050. Qualifications of Officers.

6.060. Terms of Officers.

6.070. Removal of Past Officer Status.

6.080. Vacancy in the Office of President.

6.090. Vacancy in the Office of President-elect.

6.100. Vacancy in the Office of Vice-President or Treasurer.

6.110. Compensation of Officers.

6.010. Election of Officers at Convention.

The officers to be elected at the annual convention are the president, directors, and governors of RI and the chair, chair-elect, and honorary treasurer of RIBI. However, no election is necessary if the board determines that the selection of these officers has otherwise been completed in accordance with these bylaws.

6.020. Duties of Officers.

6.020.1. President.

The president, as the highest officer of RI, shall:

- (a) be a positive and motivational leader for Rotarians worldwide;
- (b) be the chair of the board and preside at its meetings;
- (c) be the principal person to speak for RI;
- (d) preside at all conventions and other international RI meetings;
- (e) counsel the general secretary; and
- (f) have further duties and responsibilities as assigned by the board.

6.020.2. President-elect.

The person elected as president serves as president-elect, and as a board member, in the year after election. The president-elect is not eligible for selection as vice-president. The president or the board may assign the president-elect duties in addition to those in these bylaws or that accompany membership on the board.

6.020.3. General Secretary.

The general secretary is RI's chief executive officer, responsible:

- (a) for day-to-day management of RI under the board's direction and control;
- (b) to the president and board for implementation of their policies and for RI's operations and administration, including financial operation;
- (c) for communicating with Rotarians and clubs the board's policies;
- (d) solely for the supervision of the secretariat staff;
- (e) for making an annual report to the board, which shall, upon approval by the board, be submitted to the convention; and
- (f) for giving bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

6.020.4. Treasurer.

The treasurer:

- (a) shall regularly receive financial information from, and confer with, the general secretary on the management of RI finances;
- (b) makes appropriate reports to the board and the annual convention; and
- (c) may have additional duties to those in these bylaws or that accompany membership on the board as assigned by the president or the board.

6.030. Selection of Vice-President and Treasurer.

The vice-president and treasurer are selected by the incoming president at the board's first meeting from among the second-year directors for a one-year term beginning on 1 July.

6.040. Election and Term of General Secretary.

The board elects a Rotarian as general secretary for a term of not more than five years. The election takes place by 31 March in the final year of the term or if a vacancy occurs. The new term begins 1 July, unless the board sets a different date following the election. The general secretary may be re-elected.

6.050. Qualifications of Officers.

6.050.1. Generally.

Each officer shall be a member in good standing of a club. No elected officer, except the general secretary, shall be an employee of any club, district, or RI.

6.050.2. President.

A candidate for the office of president shall have served a full term as a director before being nominated to serve as president, unless the board determines that service for less than a full term satisfies the intent of this provision.

6.060. Terms of Officers.

Officers begin their term of office on 1 July and serve a term of one year or until their successors have been elected, unless otherwise specified in these bylaws.

6.070. Removal of Past Officer Status.

The board, for cause, may remove a Rotarian's past officer status even though they have served as an officer. A Rotarian who has been determined by the board to no longer be considered to be a past RI officer shall not be eligible to serve in any office referenced in these bylaws for which serving as a past officer is required. Prior to the board taking this action, the Rotarian shall be given an opportunity at a board hearing to provide reasons as to why this action should not be taken. Removal of an individual's past officer status requires a two-thirds vote of the entire board.

6.080. Vacancy in the Office of President.

If the office of president is vacant, the vice-president becomes president and selects a new vice-president from among the remaining members of the board.

6.080.1. Simultaneous Vacancies in the Offices of President and Vice-President.

If both offices of president and vice-president are vacant, the board shall elect from among its members (other than the president-elect) a president who then selects a vice-president.

6.090. Vacancy in the Office of President-elect.

6.090.1. Selection of Replacement President-elect by the Board.

If the position of president-elect becomes vacant for any reason, the board shall elect a replacement president-elect from among the candidates considered by the nominating committee at the time that the president-elect was selected by the committee. The board should fill the vacancy within one month.

6.090.2. Vacancy Immediately Preceding Assumption of Office.

If the office of president-elect becomes vacant after the convention adjourns, but before 1 July, the vacancy shall be considered to occur on 1 July and be filled in accordance with section 6.080.

6.090.3. Contingencies for Vacancies.

The president shall determine the procedure for a contingency not contemplated by this section.

6.100. Vacancy in the Office of Vice-President or Treasurer.

For a vacancy in the office of vice-president or treasurer, the president shall select a second-year director to fill the unexpired term.

6.110. Compensation of Officers.

The general secretary shall be the only officer to receive compensation, as set by the board. There shall be no payments, including any expressions of appreciation, honoraria or similar payments, to any other officer or the president-nominee, other than reimbursement of reasonable, documented expenditures as authorized by the board's expense reimbursement policy.

Article 7 Council on Legislation

7.010. Types of Legislation.

7.020. Who May Propose Legislation.

7.030. Endorsement of Club and District Legislation.

7.040. Purpose and Effect Statement.

7.050. Deadline for Enactments and Position Statements.

7.060. Duly Proposed Enactments; Defective Enactments and Position Statements.

7.070. Review of Legislation.

7.080. Interim Provisions.

7.090. Extraordinary Meeting of the Council.

7.010. Types of Legislation.

The council on legislation shall consider enactments and position statements. Enactments are legislation seeking to amend the constitutional documents. Position statements are legislation seeking to state RI's position.

7.020. Who May Propose Legislation.

Enactments may be proposed by a club, a district, the general council or conference of RIBI, the council on legislation, or the board. Only the board may propose position statements. The board shall not propose legislation related to TRF without prior agreement by the TRF trustees.

7.030. Endorsement of Club and District Legislation.

Club and district-proposed enactments must be endorsed by the district at a district conference, a district legislation meeting, or an RIBI district council. Where time does not allow proposed enactments to be submitted to the district conference, a district legislation meeting, or RIBI district council, the proposed enactments may be submitted to the clubs of the district by a club ballot conducted by the governor. Any club ballot shall follow the procedure in section 12.050. as closely as possible. An enactment delivered to the general secretary shall be certified by the governor that it has been endorsed. Districts should not propose or endorse more than five enactments per council on legislation.

7.040. Purpose and Effect Statement.

All legislation shall include a purpose and effect statement, not longer than 300 words, identifying the issue the legislation addresses and explaining how the legislation resolves it.

7.050. *Deadline for Enactments and Position Statements.*

The general secretary must receive enactments by 31 December in the year before the council. The board may propose enactments it determines to be urgent and position statements by 31 December before the council convenes.

7.060. *Duly Proposed Enactments; Defective Enactments and Position Statements.***7.060.1. *Duly Proposed Enactments.***

An enactment is duly proposed if it complies with sections 7.020., 7.030., 7.040., and 7.050.

7.060.2. *Defective Enactments.*

An enactment is defective if it:

- (a) is subject to two or more inconsistent meanings;
- (b) fails to amend all affected parts of the constitutional documents;
- (c) would violate governing law;
- (d) would amend the standard Rotary club constitution to conflict with the RI bylaws or the RI constitution;
- (e) would amend the RI bylaws to conflict with the RI constitution; or
- (f) would be impossible to administer or enforce.

7.060.3. *Defective Position Statements.*

A position statement is defective if it fails to state a proposed position of RI.

7.070. *Review of Legislation.*

The constitution and bylaws committee shall review legislation submitted to the general secretary and approve the purpose and effect statements for legislation before publication. The board authorizes the committee on its behalf to examine all legislation, advise proposers of any defects, and recommend, where feasible, corrective action.

7.070.1. *Similar Legislation.*

For substantially similar legislation, the board authorizes the constitution and bylaws committee on its behalf to recommend compromise legislation to the proposers. If the proposers do not agree to the compromise, the committee may direct the general secretary to transmit to the council alternate legislation that expresses the objective of the similar proposals. Compromise and alternate legislation, so designated, is not subject to the established deadlines.

7.070.2. *Legislation Not Transmitted to the Council on Legislation.*

If the board determines that legislation is not duly proposed, or is duly proposed but defective, it is not transmitted to the council. The general secretary shall notify the proposer, who then must secure the consent of two-thirds of the representatives to have the proposed legislation considered by the council.

7.070.3. *Amendments to Legislation.*

Amendments to legislation must be submitted by the proposers to the general secretary by 31 March of the year before the council, unless extended by the board (through the constitution and bylaws committee).

7.070.4. *Transmittal of Legislation.*

The general secretary shall transmit to the council all duly proposed and not defective legislation, including all timely amendments.

7.070.5. *Publication of Proposed Legislation.*

The general secretary will provide a copy of all duly proposed and not defective legislation to each governor and council member by 30 September in the year of the council.

7.070.6. *Council Consideration of Legislation.*

Before any in-person meeting of the council on legislation, the representatives may vote electronically on duly proposed legislation presented for consideration by the council operations committee, after notice and opportunity for comment. This vote may be part of the council on resolutions. If less than 20 percent of the representatives entitled to vote vote for an enactment, it shall not be considered at the next in-person meeting of the council on legislation. If more than 80 percent of the representatives entitled to vote vote for an enactment, it shall be considered on the consent agenda for the next in-person meeting. At its next in-person meeting, the council shall consider and act upon the consent agenda, all other duly proposed and not defective legislation, and any amendments.

7.080. *Interim Provisions.*

Interim provisions shall expire when they are no longer applicable.

7.090. *Extraordinary Meeting of the Council.*

7.090.1. *Notice.*

An extraordinary meeting of the council on legislation may be called by the board in accordance with article 9, section 4 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be sent to members and governors no later than 30 days before the meeting is scheduled to convene. The governors shall notify the clubs in their districts.

7.090.2. *Adoption of Enactments.*

A two-thirds affirmative vote of the representatives shall be required for the adoption of legislation at an extraordinary meeting of the council on legislation.

7.090.3. *Procedures.*

The procedures for the regular meeting of the council on legislation shall apply at an extraordinary meeting with the following three exceptions:

7.090.3.1. *Method of Meeting.*

An extraordinary meeting may be convened in person or through electronic communications.

7.090.3.2. *Report of Action.*

The report of action provided for in subsection 9.150.1. shall be transmitted to the clubs within seven days of the adjournment of the extraordinary meeting.

7.090.3.3. *Opposition to Action.*

The clubs shall have one month from the time the report is transmitted to the clubs to record their opposition to any action of an extraordinary meeting of the council on legislation.

7.090.4. *Effective Date of Action.*

Actions of an extraordinary meeting of the council on legislation shall become effective one month after the general secretary has transmitted the report of that council so long as the requisite number of opposition votes has not been filed by clubs. If the requisite number of clubs have recorded their opposition, the action will be subject to a club ballot following as closely as possible the provisions of section 9.150.

Article 8 Council on Resolutions

8.010. Meeting of the Council on Resolutions.

8.020. Resolutions.

8.030. Who May Propose Resolutions.

8.040. Endorsement of Club and District Resolutions.

8.050. Enactments Considered by the Council on Resolutions.

8.060. Deadline for Resolutions and Enactments.

8.070. Duly Proposed Resolutions; Defective Resolutions.

8.080. Review of Proposed Resolutions and Enactments.

8.090. Resolutions and Enactments Not Transmitted to the Council.

8.100. Enactment Procedures.

8.110. Adoption of Resolutions.

8.120. Adopted Resolutions.

8.010. *Meeting of the Council on Resolutions.*

A council on resolutions convenes annually by electronic means to consider and act on any duly proposed resolutions submitted to it.

8.020. *Resolutions.*

Resolutions are expressions of opinions by the council on resolutions.

8.030. *Who May Propose Resolutions.*

Resolutions may be proposed by a club, a district, the general council or conference of RIBI, and the board.

8.040. *Endorsement of Club and District Resolutions.*

Club and district-proposed resolutions must be endorsed by the district at a district conference, a district legislation meeting, RIBI district council, or through a club ballot conducted by the governor, following the procedures in section 12.050. as closely as possible. A proposed resolution delivered to the general secretary shall be certified by the governor that it has been endorsed.

8.050. *Enactments Considered by the Council on Resolutions.*

The council on resolutions, as a special meeting of the council on legislation, shall consider and act on any enactments duly proposed by the board that the board determines to be of an urgent nature. Such urgent enactments should be limited in scope to situations that have occurred since the most recent council on legislation.

8.060. *Deadline for Resolutions and Enactments.*

The general secretary must receive resolutions by 30 June in the year before the council on resolutions convenes. The board may propose resolutions any time before the council adjourns. The board may deliver to the general secretary urgent enactments by 30 June in the year before the council on resolutions convenes. The board shall not propose legislation related to TRF without prior agreement by the TRF trustees.

8.070. *Duly Proposed Resolutions; Defective Resolutions.***8.070.1. *Duly Proposed Resolutions.***

A resolution is duly proposed if it complies with sections 8.030., 8.040., and 8.060.

8.070.2. *Defective Resolutions.*

A resolution is defective if it:

- (a) would request an action, or express an opinion, in conflict with the letter or spirit of the constitutional documents;
- (b) would request an action that involves administrative or management matters within the discretion of the board or TRF trustees;
- (c) would request an action which has already been implemented by the board or TRF trustees; or
- (d) is not within the framework of RI's program.

8.080. *Review of Proposed Resolutions and Enactments.*

The board authorizes the constitution and bylaws committee on its behalf to examine all resolutions and enactments and advise proposers of any defects. The committee recommends to the board if the resolution or enactment is duly proposed and not defective.

8.090. *Resolutions and Enactments Not Transmitted to the Council.*

If the board determines that resolutions or enactments are not duly proposed, or are duly proposed but defective, they are not transmitted to the council and the general secretary shall notify the proposers.

8.100. *Enactment Procedures*

For any enactment adopted by a council on resolutions, the procedures and deadlines in subsections 7.090.3.2. to 7.090.4. shall apply.

8.110. *Adoption of Resolutions.*

Adoption of resolutions requires an affirmative vote of a majority of those voting at the council.

8.120. *Adopted Resolutions.*

Within one year of the conclusion of the council on resolutions, the board shall notify all governors of any board action taken in regard to resolutions adopted by the council.

Article 9 Composition and Procedures of the Councils

- 9.010.** Representatives.
- 9.020.** Qualifications of Representatives.
- 9.030.** Duties of Representatives.
- 9.040.** Terms of Representatives.
- 9.050.** Selection of Representatives by Nominating Committee.
- 9.060.** Election of Representatives at the District Conference.
- 9.070.** Election of Representatives by Club Ballot.
- 9.080.** Report and Publication of Representatives' Names.
- 9.090.** Representative or Alternate Unable to Serve.
- 9.100.** Credentials.
- 9.110.** Council Officers.
- 9.120.** Council Operations Committee.
- 9.130.** Quorum and Voting.
- 9.140.** Procedures of the Councils.
- 9.150.** Post-Council Proceedings.

9.010. *Representatives.*

Representatives are the voting members of the council on legislation and council on resolutions. Each district elects one representative as provided in sections 9.050., 9.060., and 9.070. A non-districted club shall select a district whose representative shall represent the club.

9.020. *Qualifications of Representatives.*

Each representative shall

- (a) be a member of a club in the district represented;
- (b) have served a full term as an RI officer at the time of election. However, if the governor certifies, and the RI president concurs, that no past officer is available in the district, a Rotarian who served less than a full term as governor or governor-elect may be elected; and
- (c) understand and be qualified, willing, and able to perform the duties and responsibilities of a representative.

9.020.1. *Not Eligible.*

Non-voting members of the councils and full-time, salaried employees of RI, districts, or clubs shall not serve as voting members of the councils.

9.030. *Duties of Representatives.*

A representative shall:

- (a) assist clubs in preparing enactments and resolutions;
- (b) discuss legislation and resolutions at district conferences and other district meetings;
- (c) be knowledgeable about the attitudes of Rotarians within the district;
- (d) consider carefully all legislation and resolutions presented to the councils and effectively communicate their views to the councils;
- (e) act as an objective legislator of RI;
- (f) attend the meeting of the council on legislation for its full duration;
- (g) participate in the council on resolutions; and
- (h) report on council deliberations to the clubs of the district.

9.040. *Terms of Representatives.*

The term of a representative begins on 1 July in the year after the year of selection. Each representative shall serve a term of three years or until a successor is selected and certified.

9.050. *Selection of Representatives by Nominating Committee.*

The representative and an alternate should be selected by a nominating committee procedure based on section 12.030. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for representative shall not serve on the committee. Representatives shall be selected by 30 June in the year two years before the council on legislation.

9.060. *Election of Representatives at the District Conference.***9.060.1. *Election.***

If the district does not use the nominating committee procedure, it may elect the representative and the alternate at the annual district conference or, in the case of an RIBI district, at the district council. The election shall take place by 30 June in the year two years before the council on legislation or, in the case of an RIBI district, at the meeting of the district council after 1 October in the year two years before the council on legislation.

9.060.2. *Nominations.*

A club may nominate a qualified member of any club in the district who is willing and able to serve. The club president and secretary shall certify the nomination and forward it to the governor. If the nominating club is not the candidate's club, the candidate's club president and secretary shall also certify the nomination in order for it to be accepted.

9.060.3. *One Candidate for Representative.*

If there is only one candidate, no ballot is required, and the governor shall declare that candidate the representative and appoint a qualified member of a club in the district the alternate.

9.060.4. *Selection of Representatives and Alternates.*

The candidate receiving a majority of the votes at the district conference is the representative to the council on legislation and the council on resolutions. If there are only two candidates, the candidate not receiving a majority of the votes is the alternate, serving only if the representative is unable to serve. Voting procedure shall follow sections 12.050. and 12.050.1.

9.070. *Election of Representatives by Club Ballot.***9.070.1. *Authorization for Club Ballot.***

The board may authorize a district to select the representative and alternate by a club ballot. Alternatively, a majority of electors present and voting at a district conference

may vote to select the representative and the alternate by a club ballot. When authorized at the district conference, the club ballot shall be conducted in the month after the district conference.

9.070.2. *Nominations.*

The governor shall send an official call for nominations for representative to the clubs in the district. The club president and secretary shall send certified nominations to the governor. If the club nominating a candidate is not the candidate's club, the candidate's club president and secretary shall also certify the nomination to the governor. All nominations must be received by the date set by the governor.

9.070.3. *Election by Club Ballot.*

The governor shall conduct a club ballot by sending each club a ballot with the qualified candidates in alphabetical order. Any candidate who requests to be excluded from the ballot by a date set by the governor shall be excluded from the ballot. The number of a club's votes is determined by the formula in subsection 15.050.1. The governor may appoint a committee to conduct the club ballot, substantially following this section.

9.080. *Report and Publication of Representatives' Names.*

9.080.1. *Report by Governor to General Secretary.*

The governor shall report the names of the representative and alternate to the general secretary immediately following their selection.

9.080.2. *Publication of Representatives to Council Meetings.*

At least 30 days before a council convenes, the general secretary shall publish to each representative the names of all representatives.

9.090. *Representative or Alternate Unable to Serve.*

If a representative is unable to serve, the alternate becomes the new representative. If the alternate is unable to serve or none was selected, the governor shall select a qualified member of a club in the district as the new representative.

9.100. *Credentials.*

The general secretary shall certify the credentials of representatives, subject to review by the council on legislation.

9.110. *Council Officers.*

The council officers are the chair, vice chair, parliamentarian, and secretary. A chair, vice chair, and parliamentarian shall be selected by the incoming president in the year immediately before the council on legislation and shall serve for three years or until a successor is selected. The general secretary shall publish their names to all clubs. The chair and vice chair are non-voting members except, when presiding, either may vote to break a tie vote.

9.110.1. *Chair.*

The chair presides over the councils and has the duties specified in the bylaws, the rules of procedure, and those that pertain to the office.

9.110.2. Vice Chair.

The vice chair presides when directed by the chair or otherwise required. The vice chair assists the chair as needed.

9.110.3. Parliamentarian.

The parliamentarian advises the chair and the councils on matters of parliamentary procedure.

9.110.4. Secretary.

The general secretary is the secretary of the councils or, with the approval of the president, may appoint another person to serve as secretary.

9.110.5. Constitution and Bylaws Committee.

The members of the constitution and bylaws committee are non-voting members of the councils. The council chair assigns each member items of legislation and resolutions to study in order to inform the councils about their purpose, background, and effect.

9.110.6. Non-Voting Members.

The president, president-elect, other members of the board, and general secretary are non-voting members of the councils. A TRF trustee, elected by the trustees, is a non-voting member of the councils.

9.110.7. Members-at-Large.

The president may appoint up to three members-at-large as non-voting members of the council on legislation. Members-at-large serve under the direction of the council chair. After publication of the legislation, the council chair assigns each member-at-large items of legislation. Each member-at-large shall study the legislation and be prepared to facilitate its consideration in order to inform the council on legislation on matters not adequately addressed in debate.

9.120. Council Operations Committee.

The council operations committee – chaired by the council chair and composed of the chair, vice chair, and members of the constitution and bylaws committee – shall recommend the order of consideration for legislation at the council on legislation and shall adopt the order of consideration for the council on resolutions. The committee may draft and revise amendments to correct defects identified by the committee or council in any legislation or amendments. The committee shall make correlative amendments to the bylaws and the standard club constitution to give full effect to any adopted enactments and shall prepare reports to the council on legislation about any correlative amendments.

9.130. Quorum and Voting.

A quorum is one-half of the voting members of a council. Each voting member may cast one vote on a question submitted to vote. There is no proxy voting in the councils.

9.140. Procedures of the Councils.

9.140.1. Rules of Procedure.

The council operations committee shall recommend rules of procedure for the council on legislation and shall adopt rules of procedure for conducting the council on resolutions. Each council on legislation may adopt rules of procedure for its deliberations. The rules shall not conflict with the bylaws and shall remain in effect until a later council adopts new rules.

9.140.2. Appeal.

The council on legislation may appeal any decision made by the chair. A majority vote of the council on legislation is required to overrule a decision by the chair.

9.150. Post-Council Proceedings.

9.150.1. Reports.

Within ten days after a council adjourns, the chair shall send a report to the general secretary about the council's actions. Within two months after a council adjourns, the general secretary shall send a report to each club about all adopted legislation or resolutions. The report shall be accompanied by a form where a club may record its opposition.

9.150.2. Opposition to Council Adoptions.

A club may submit an opposition to any legislation adopted by the council on legislation. Clubs shall have at least two months after the form is sent to submit their opposition. Opposition forms must be certified by the club president and received by the general secretary by the deadline. The general secretary examines and tabulates such forms and publishes the vote totals on Rotary's website.

9.150.3. Suspension of Council Adoptions.

A council's adoption of legislation is suspended if oppositions are received from clubs representing at least 5 percent of the votes all clubs are entitled to cast.

9.150.4. Vote by Club Ballot.

Any club may vote on suspended legislation. The general secretary shall distribute ballots to each club within one month after the suspension. The ballot asks whether the council's adoption of the suspended legislation should be sustained. The number of a club's votes is determined by the formula in subsection 15.050.1. A ballot must be certified by the club president and received by the general secretary by the deadline on the ballot, allowing clubs at least two months to vote.

9.150.5. Balloting Committee Meeting.

The president appoints a balloting committee and sets a time, place, and manner for ballot counting within two weeks of the ballot deadline. The balloting committee shall report the results to the general secretary within five days after it adjourns.

9.150.6. Results of Balloting.

If a majority of the votes entitled to be cast by clubs rejects the council's adoption, the adoption is nullified from the date of the suspension. Otherwise, the suspended adoption is reinstated as if no suspension occurred.

9.150.7. Effective Date of Council Adoptions.

A council's adoption of legislation or resolutions takes effect on 1 July immediately after adjournment of the council, unless suspended by oppositions under subsection 9.150.3.

Article 10 Nominations and Elections for President

10.010. Nominations for President.

10.020. Nominating Committee for President.

10.030. Election of Members to the Nominating Committee for President.

10.040. Committee Procedure.

10.050. Nomination by the Committee.

10.060. Report of Committee.

10.070. Additional Nomination by Clubs.

10.080. Contingency Not Provided for in Section 10.070.

10.090. Club Ballot.

10.010. Nominations for President.

No past president or current board member shall be nominated for president.

10.020. Nominating Committee for President.

10.020.1. How Constituted.

The nominating committee for president is composed of 17 members from the 34 zones that are elected as follows:

- (a) In even-numbered years, each odd-numbered zone shall elect a member of the committee;
- (b) In odd-numbered years, each even-numbered zone shall elect a member of the committee.

10.020.2. Member from RIBI.

Zones wholly within RIBI elect their members through a club ballot of all the clubs in RIBI as determined by the general council of RIBI. The RIBI general secretary confirms the member's name to the RI general secretary.

10.020.3. Qualifications.

Each member of the nominating committee shall be:

- (a) a member of a club in the zone from which the member is elected;
- (b) neither the president, president-elect, nor any past president; and
- (c) a past director of RI at the time of election. If no past director is available for election or appointment as a member of the committee from a particular zone, a past governor shall be eligible for election or appointment if that past governor served for at least one year as a member of a committee provided for in article 17 or as a TRF trustee.

10.030. Election of Members to the Nominating Committee for President.

10.030.1. Notification to Eligible Candidates.

Between 1 and 15 March, the general secretary asks all eligible past directors whether they desire to be considered for membership on the committee. They must notify the general secretary before 15 April that they are willing and able to serve, or they will not be considered for the committee.

10.030.2. One Eligible Past Director in a Zone.

If there is only one eligible, willing, and able past director from a zone, the president shall declare that past director to be the member from that zone.

10.030.3. Two or More Eligible Past Directors from a Zone.

If there are two or more eligible, willing, and able past directors, the member and alternate member of the committee shall be elected in a club ballot.

10.030.3.1. Ballot Procedure.

The general secretary shall prepare a single transferable ballot, with the names of all eligible past directors in alphabetical order. The general secretary shall send a ballot with photographs and biographical statements of each past director to each club in the zone by 15 May. The completed ballot shall be returned to the general secretary at the World Headquarters by 15 June. The number of a club's votes is determined by the formula in subsection 15.050.1.

10.030.4. Balloting Committee Meeting.

A balloting committee, appointed by the president, meets at a time, place, and manner determined by the president to examine and count the ballots, no later than 25 June. Within five days of meeting, the balloting committee shall certify the balloting results to the general secretary.

10.030.5. Declaration of Member and Alternate.

The candidate receiving a majority of the votes is the member of the nominating committee. The candidate receiving the second highest number of votes is the alternate member of the committee serving only if the elected member is unable to serve. The voting process for members and alternate members shall take into account the second and subsequent preference choices when necessary. In the event of a tie vote, the board shall appoint the member and alternate from the candidates who received the tie vote.

10.030.6. Vacancy.

In the event of a committee vacancy, the new member shall be the most recent eligible past director on 1 January from the zone who is willing and able to serve.

10.030.7. Term.

The member's one-year term shall commence on 1 July of the calendar year of election. Any alternate called to serve on the committee shall serve for the unexpired term of the member.

10.030.8. *Vacancy Not Provided for in Bylaws.*

The board shall appoint a member to fill any vacancy on the committee not provided for in this section, preferably from a club in the same zone.

10.040. *Committee Procedure.*

10.040.1. *Notification of Names of Committee Members.*

The general secretary shall notify the board and the clubs of the names of the committee members within one month after their selection.

10.040.2. *Selection of Chair.*

The committee shall elect a member to serve as chair when the committee convenes.

10.040.3. *Forwarding Names to Committee.*

The general secretary shall, between 1 May and 15 May, notify eligible Rotarians and ask if they are willing to be considered for nomination for president. The deadline for notifying the general secretary of willingness to serve is 15 June. Those Rotarians not responding to the general secretary by 15 June will not be considered by the nominating committee. The general secretary shall forward the list of those willing to serve to the nominating committee and to any Rotarian upon request at least one week before the committee meeting.

10.050. *Nomination by the Committee.*

10.050.1. *Best Qualified Rotarian.*

The committee shall meet and nominate the best qualified Rotarian from among the list of past directors who have indicated they are willing to serve as president regardless of their country of residence. However, the committee shall not nominate candidates from the same country of residence two years consecutively.

10.050.2. *Committee Meeting.*

The committee shall meet no later than 15 August at a time, place, and manner determined by the board. All candidates shall have an opportunity to be interviewed by the committee according to procedures set by the board.

10.050.3. *Quorum and Voting.*

Twelve members of the committee shall constitute a quorum. All business of the committee shall be by majority vote, except that to select the committee's nominee for president, at least ten members of the committee shall vote for the nominee.

10.050.4. *Resignation of Nominee for President and Procedure for New Selection.*

If the nominee for president is unable to serve or submits a resignation to the president, the nominee shall no longer be eligible for nomination or election to the office of president in that year. The president shall notify the chair of the committee, and the committee shall select another qualified Rotarian as nominee for president using the following procedures:

10.050.4.1. *Procedures for Committee.*

The chair is authorized to promptly initiate the procedures for meeting. The president determines the time, place, and manner of the meeting.

10.050.4.2. *Challenging Candidates.*

If the committee selects another nominee, the clubs shall be given a reasonable period as determined by the board to submit challenging candidates in accordance with section 10.070., except with reference to specified filing dates.

10.050.4.3. *Contingency Not Provided for in Bylaws.*

If an unforeseen contingency arises, the board shall determine the procedure to be followed.

10.060. *Report of Committee.*

The committee's report shall be addressed to the clubs and certified to the general secretary by the chair within ten days following the committee's adjournment. Within 30 days, the general secretary shall send the report to each club.

10.070. *Additional Nomination by Clubs.*

In addition to the nomination made by the committee, challenges may be made in the following manner:

10.070.1. *Candidate Previously Considered and Concurrence.*

Any club may suggest as a challenging candidate a Rotarian who notified the general secretary pursuant to subsection 10.040.3. of their willingness to be considered for nomination for president through a resolution adopted by the club. The resolution must be supported by a concurrence of at least a majority of the clubs in the district obtained at a district conference or through a club ballot. The concurrence must be certified to the general secretary by the governor. The resolution must be accompanied by a written statement from the challenging candidate agreeing to have the candidacy submitted to the clubs for endorsement. The requirements must be received by 15 September.

10.070.2. *Notification to Clubs of Challenging Candidates.*

After 15 September, the general secretary shall notify the clubs of the suggested challenging candidates and provide them with an endorsement form.

10.070.3. *Absence of a Challenging Candidate.*

If no challenging candidate has been suggested, the president shall declare the nominee of the nominating committee to be the president-nominee.

10.070.4. *Endorsement of Challenging Candidate.*

If on 1 November, any challenging candidate has been endorsed by 1 percent of the clubs comprising the membership of RI as of the most recent club invoice, with at least half of the endorsements from clubs in zones other than that of the challenging candidate(s), the challenging candidate(s) and the committee's nominee shall be balloted on as provided in section 10.090. If the challenging candidate(s) fails to receive the prescribed endorsements by 1 November, the president shall declare the committee's nominee to be the president-nominee.

10.070.5. *Validity of Endorsement.*

The balloting committee provided in subsection 10.090.1. shall validate, count, and certify the returned endorsement forms and report to the president. If the committee finds that a sufficient number of forms endorse the challenging candidate, but has good reason to suspect the genuineness of the forms, it shall advise the president who shall convene the election review committee to determine the validity of the forms. After the determination is made, the balloting committee shall report to the president.

10.080. *Contingency Not Provided for in Section 10.070.*

If a contingency arises which has not been provided for in section 10.070., the board shall determine the procedure to be followed.

10.090. *Club Ballot.*

The procedure for electing a president by a club ballot as provided in section 10.070. shall be as follows:

10.090.1. *Balloting Committee.*

The president shall appoint a balloting committee to supervise the preparation, return, and counting of ballots.

10.090.2. *Ballot Specifications.*

The balloting committee shall prepare a single transferable ballot. The ballot shall list the names of all proposed candidates in alphabetical order following the name of the committee's candidate. The name of the candidate selected by the committee shall be clearly indicated on the ballot.

10.090.3. *Distribution of Ballot.*

The balloting committee shall send the ballot to each club by 1 January, with instructions that the completed ballot be returned to the balloting committee at World Headquarters by 15 February. The ballot shall include photographs and biographical statements of the candidates.

10.090.4. *Club Voting.*

The number of a club's votes is determined by the formula in subsection 15.050.1.

10.090.5. *Balloting Committee Meeting.*

The balloting committee shall meet at a time, place, and manner determined by the president, no later than 20 February. The committee shall examine and count the ballots. The balloting committee shall certify the results to the general secretary within five days.

10.090.6. *Counting of Votes.*

The candidate receiving a majority of the votes shall be declared the president-elect. The voting shall take into account the second and subsequent choices where necessary.

10.090.7. *Announcement of President-elect.*

The president shall announce the name of the president-elect no later than 25 February.

10.090.8. *Tie Vote.*

If there is a tie vote, the nominating committee's candidate shall be declared the president-elect. If neither tied candidate was the committee's choice, the board shall select one of them to be the president-elect.

Article 11 Nominations and Elections for Directors

11.010. Nominations for Directors by Zones.

11.020. Selection of Director-nominee and Alternate by Nominating Committee Procedure.

11.030. Club Ballot Procedure.

11.040. Nominations for Officers of RIBI.

11.010. *Nominations for Directors by Zones.*

Nominations for directors shall be by zones.

11.010.1. *Number of Zones.*

The world shall be divided into 34 zones that are approximately equal in number of Rotarians, as determined by the board.

11.010.2. *Schedule of Nominations.*

Each zone shall nominate a director from its clubs' membership every fourth year according to a schedule established by the board.

11.010.3. *Periodic Review of Zone Boundaries.*

The board shall review the composition of the zones at least every eight years to maintain an approximately equal number of Rotarians in each zone. The board may also undertake, as necessary, interim reviews for the same purpose.

11.010.4. *Realignment of Zones.*

Any new alignments can be made by the board.

11.010.5. *Sections Within Zones.*

The board may create, modify, or eliminate sections in zones in order to rotate the directorship within a zone by nominating RI directors on a schedule set by the board, based on an approximately equal of number of Rotarians.

11.010.6. *Director from Zone in RIBI.*

The director from a zone or section of a zone wholly within RIBI shall be nominated by all the clubs in RIBI by a club ballot in the form and at the time the general council of RIBI shall determine. The name of the nominee shall be certified to the general secretary by the secretary of RIBI.

11.020. *Selection of Director-nominee and Alternate by Nominating Committee Procedure.*

11.020.1. *General Provisions of Nominating Committee Procedure.*

Directors-nominee and alternates shall be selected by the nominating committee procedure except in zones and sections of zones wholly within RIBI. Nominating committees shall be constituted from the entire zone, except for zones that include both

districts within RIBI and districts not within RIBI, notwithstanding any bylaw provisions or informal understandings which may limit the area within the zone from which the candidate may be nominated. However, if there are two or more sections in a zone, the committee shall be selected from only those districts in the section(s) from which the director is to be nominated unless a majority of all districts in the zone, by resolutions adopted at their district conferences, agree to the selection from all districts in the zone. The procedure for making this determination shall be decided by the board.

For the agreement to be effective for the selection of a nominating committee, it must be certified to the general secretary by the district governor by 1 March in the year preceding the selection. The agreement shall be void if the districts comprising the zone are changed, but shall otherwise remain in effect unless rescinded by a majority of districts of the zone by resolution adopted at their conferences and certified to the general secretary by the district governors.

11.020.2. Nominating Committee Procedure for Zones with Section(s) within RIBI and Section(s) not within RIBI.

In a zone that has a section wholly within RIBI and a section not within RIBI, directors-nominee and alternates shall be selected by the nominating committee procedure in the section that is not within RIBI. The nominating committee for the section not within RIBI shall be selected from that section.

11.020.3. Membership on Nominating Committee.

A nominating committee shall consist of one member from each district in the zone or section elected by the clubs of the district as provided. Each member shall be a past governor at the time of election, who is a member of a club in the relevant zone or section. Members shall be elected for a term of one year. Directors or past directors shall not be eligible for membership on the nominating committee. No Rotarian shall serve more than twice as a member of the nominating committee. Each member shall have one vote.

11.020.4. Election.

Except as provided in subsections 11.020.9., 11.020.10., and 11.020.11., the member and the alternate member of the nominating committee shall be elected at the district conference in the year before the scheduled nomination. To participate in district voting for the selection of a member and alternate member of the nominating committee for director, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

11.020.5. Nominations.

Any club in a district may nominate a qualified member of the club for membership on the nominating committee if the member has indicated a willingness and ability to serve. The club shall certify the nomination in writing and must include the signatures of the club president and secretary. The nomination shall be forwarded to the governor for presentation to the electors at the district conference. Each club shall designate one elector to cast all its votes. All votes from a club with more than one vote shall be cast for

the same candidate. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be for the same-ordered choices of candidates.

11.020.6. Members and Alternates.

The candidate receiving a majority of the votes shall be the member of the nominating committee. The candidate receiving the second highest number of votes shall be the alternate member, to serve only if the member is unable to serve.

11.020.7. Candidate Declared as a Member of the Nominating Committee.

No ballot shall be required if there is only one nominee in a district. The governor shall declare the nominee as the member of the nominating committee.

11.020.8. Member and Alternate Member Unable to Serve.

If neither the member nor the alternate member is able to serve, the governor may designate a qualified member of a club in the district to be the member of the nominating committee.

11.020.9. Selection of Members by Nominating Committee Procedure.

The member and the alternate member of the nominating committee may be selected by a nominating committee procedure based on section 12.030.1. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for member shall not serve on the committee.

11.020.10. Election of Member of the Nominating Committee Through Club Ballot.

In certain circumstances, the board may authorize a district to select the member of the nominating committee and the alternate in a club ballot. The governor shall send every club in the district an official call for nominations. All nominations must be in writing and signed by the president and the secretary of the club. The nominations must be received by the governor by the date set by the governor. The governor shall send each club a ballot listing in alphabetical order the qualified nominees. A candidate will be excluded from the ballot, if their request is received by the date set by the governor. The number of a club's votes is determined by the formula in subsection 15.050.1. The governor may appoint a committee to conduct the club ballot.

11.020.11. Election Through Club Ballot.

A majority of electors present and voting at a district conference may vote to select the member and the alternate member by a club ballot. The club ballot shall be conducted in accordance with subsection 11.020.10. and shall conclude no later than 15 May of the appropriate year.

11.020.12. Report of Member to the General Secretary.

The member and the alternate shall be reported by the governor to the general secretary. Those reported after 1 June shall not serve on the nominating committee.

11.020.13. *Contingency Not Provided for in Section 11.020.*

The board shall determine the procedure for any contingency not provided for in this section.

11.020.14. *Designation of Convener, Time and Place of Meeting, Election of Chair.*

The board shall designate a convener from the members of the nominating committee no later than 15 June in the year preceding the year when a director and alternate are to be nominated. The board shall also designate the place of its meeting. The meeting must be held between 15 September and 15 October, unless otherwise authorized by the board. The committee shall elect a chair from its members when it meets.

11.020.15. *Suggestions from Clubs to Committee.*

By 1 July, the general secretary informs the clubs in the zone, or section, of the composition of the nominating committee, invites them to submit their suggestions for director from the zone, or section, and provides the address of the convener. Suggestions shall be submitted to the convener on a form approved by the board and include a photograph and background information about the suggested candidate's Rotary and other activities. Suggestions must be received by the convener no later than 1 September.

11.020.16. *Committee Nominations.*

The nomination of a director and alternate shall be made from among members of clubs in the zone, or section of the zone, whose names are suggested by clubs. If fewer than three names are suggested, the committee may also consider other qualified Rotarians in that zone or section for selection. The committee is responsible for nominating the best qualified persons available.

11.020.17. *Meeting of the Nominating Committee.*

The committee shall meet during the following September at a time and place determined by the board. A majority of the members is a quorum and all business shall be by majority vote, except in selecting the committee's nominee for director. The nominees for director and alternate must receive at least a 60 percent majority vote of the committee. The chair of the nominating committee may only vote for nominees for director and alternate or to break a tie vote.

11.020.18. *Committee Inability to Select Nominee.*

If a nominating committee is unable to select a director-nominee by a 60 percent majority vote, the director-nominee shall be selected in a club ballot. The club ballot shall be based on the club ballot procedure in section 11.030. and include all suggested names for director considered by the committee.

11.020.19. *Report of Selection of Committee.*

The committee's nomination for director and alternate from the zone shall be filed with the general secretary within ten days after the meeting's adjournment. The general secretary shall inform all clubs in the zone, or section, of the committee's selection by 30 October.

11.020.20. *Nominee Unable to Serve.*

If a director-nominee selected by the committee is unable to serve, the alternate shall automatically be nominated to serve.

11.020.21. *Proposal of Challenging Candidates.*

Any club in the zone, or section, may propose a challenging candidate. The challenging candidate must have been suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting. The resolution must be concurred to by a majority of clubs in its district or, if its district is in more than one zone, a majority of clubs in its district which are in the same zone from which the director is to be nominated. The concurrence shall be obtained at a conference or through a club ballot. The concurrence must be certified to the general secretary by the district's governor. The resolution must include a written statement from the challenging candidate that the candidate is willing and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. The process must be completed by 1 December in the relevant year, or the challenging candidate is not eligible to contest the selection.

11.020.22. *Declaration of Director-nominee, Selection in Club Ballot.*

If there is no eligible challenging candidate by 1 December, the president shall declare the committee's nominee as the director-nominee from the zone. The announcement shall take place no later than 15 December. If the general secretary receives the requirements for a challenging candidate by 1 December, selection of a director from among the challenging candidates and the committee's nominee shall be made in a club ballot in accordance with section 11.030.

11.030. *Club Ballot Procedure.*

The procedure for selecting a director-nominee in a club ballot pursuant to section 11.020. shall be as provided below.

11.030.1. *Voting.*

All clubs within the zone shall participate in the balloting except in those zones where the nominating committee is to be selected from the districts within a section pursuant to the provisions of subsection 11.020.1. or 11.020.2. In those zones, only clubs within the section from which the RI director is to be nominated shall participate in the balloting.

11.030.2. *Ballot Specifications.*

The general secretary shall prepare a single transferable ballot. Each ballot shall include in a form approved by the board:

- (a) the name of the candidate selected by the nominating committee clearly indicated on the ballot;
- (b) the names of the challenging candidates proposed by clubs in alphabetical order following the name of the candidate selected by the nominating committee; and
- (c) photographs and biographical statements of each candidate provided by the proposing clubs.

11.030.3. *Deadline for Receipt of Ballots.*

The general secretary shall send the ballot including photographs and biographical statements to each club in the zone or section no later than the following 31 December.

The ballot shall be sent with instructions that the completed ballot must be returned to the general secretary at the World Headquarters no later than 1 February.

11.030.4. *Club Voting.*

The number of a club's votes is determined by the formula in subsection 15.050.1.

11.030.5. *Balloting Committee.*

The president shall appoint a balloting committee to examine and count ballots. The committee shall meet at a time, place, and manner determined by the president, no later than 5 February. The committee shall certify the results to the general secretary within five days.

11.030.6. *Counting Ballots.*

The candidate for director receiving the majority of the votes shall be declared the nominee. The counting shall take into account the second and subsequent preferences in order to select the alternate director.

11.030.7. *Announcement of Director-nominee.*

The president shall announce the name of the director-nominee selected no later than 10 February.

11.030.8. *Tie Vote.*

If a club ballot results in a tie for director-nominee, a second club ballot shall be conducted. The general secretary shall prepare and send the ballots, which shall include the names of the candidates who tied in the first club ballot, biographical statements, and photographs. The ballots and other materials shall be sent to each club in the zone or section by 15 February with instructions that the completed ballot be returned to the general secretary at the World Headquarters no later than the following 1 April. The balloting committee shall meet at a time, place, and manner determined by the president to count the ballots, no later than 5 April. The balloting committee shall certify the results to the general secretary within five days. The president shall inform all clubs in the zone of the director-nominee no later than 10 April.

11.030.9. *Extension of Time.*

The board may alter the date(s) in this section as they apply to the clubs.

11.040. *Nominations for Officers of RIBI.*

Nominees for chair, chair-elect, and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of RIBI.

Article 12 Nominations and Elections for Governors

12.010. Selection of a Governor-nominee.

12.020. Procedure to Select Governor.

12.030. Nominating Committee Process.

12.040. Selection of Governor by Club Ballot.

12.050. Club Ballot Procedure.

12.060. Selection of Governor by District Conference.

12.070. Certification of Governor-nominee.

12.080. Rejection or Suspension of Governor-nominee.

12.090. Vacancies in the Offices of Governor-nominee and Governor elect.

12.010. *Selection of a Governor-nominee.*

The district shall select a nominee for governor between 24 and 36 months before taking office. The nominee shall become the governor-nominee-designate upon selection and the governor-nominee on 1 July two years before taking office as governor. The board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI convention in the year before the nominee will attend the international assembly, if such an election is needed under the provisions of section 6.010. of these bylaws.

12.020. *Procedure to Select Governor.*

Except for those districts in RIBI, a district shall adopt, by a resolution at a district conference by a majority vote of the electors present and voting, one of three processes to select the governor-nominee-designate in future years:

- (a) nominating committee;
- (b) club ballot; or
- (c) district conference.

If the district has not adopted a process by 1 July, the district shall use the nominating committee process. The district must follow all procedures for its chosen selection method as provided in the remainder of this article. To participate in district voting for the election of governors-nominee, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

12.030. *Nominating Committee Process.*

12.030.1. *Nominating Committee for Governor.*

In districts adopting a nominating committee procedure, the committee shall seek out and propose the best qualified candidate for governor-nominee. The terms of reference of the committee, including the method for selecting members, shall be determined in a resolution adopted by the electors present and voting at a district conference. The terms of reference must not be inconsistent with the bylaws.

12.030.2. *Failure to Select Members of the Nominating Committee.*

Any district that has adopted the nominating committee procedure but fails to select the members of the committee shall select the five most recent past governors who are still members of a club in that district as its nominating committee. The committee shall function in accordance with section 12.030. If five past governors are not available, the RI president shall appoint additional members from that district so that the committee has five members.

12.030.3. *Club Suggestions for Governor.*

The governor shall invite clubs to submit their suggestions for nominations for governor. The invitation is to be made at least two months before suggestions are due to

the nominating committee. The suggestions shall be submitted by a resolution naming the suggested candidate adopted at a regular club meeting and certified by the secretary. A club shall only suggest one of its own members.

12.030.4. Nomination by Committee of Best Qualified Rotarian.

The committee shall nominate the best qualified Rotarian who is available to serve as governor and not be limited to those names submitted by clubs in the district.

12.030.5. Notification of Nomination.

The chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. Within three days of the receipt of the notice, the governor shall notify the clubs in writing of the name and club of the nominee.

12.030.6. Committee Inability to Select Nominee.

If the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a club ballot as provided in section 12.050. or at the district conference in accordance with section 15.050. In either case, only those candidates suggested to the nominating committee may participate.

12.030.7. Challenging Candidates.

Any club in the district in existence for at least one year as of the beginning of that year may also propose a challenging candidate for governor-nominee, but only if it previously suggested the candidate to the nominating committee. A club in existence for less than one year as of the beginning of that year may propose a challenging candidate if the candidate is a member of that club and was already suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting and filed with the governor by the date set by the governor, which shall be within 14 days of notification of the selection for governor-nominee.

12.030.8. Concurrence to Challenges.

The governor shall inform all clubs through a form prescribed by RI of any challenging candidate and ask whether any club concurs with the challenge. In order to concur, a club must adopt a resolution at a regular meeting and file it with the governor by the date set by the governor. A valid challenge requires concurrences by either:

- (a) 10 other clubs; or
- (b) 20 percent of the total number of clubs

which have been in existence for at least one year as of the beginning of that year in that district, whichever is higher. A club shall concur with only one challenging candidate.

12.030.9. Challenging Nominations.

Within seven days after the deadline, the governor shall notify clubs that there is a valid challenging candidate. The notice shall include the name and qualifications of each challenging candidate, the names of the challenging and concurring clubs, and state that the candidates will be voted on in a club ballot or at the district conference, if the challenge remains valid for 30 days after the notice by the governor.

12.030.10. *Lack of Valid Challenging Candidate.*

If there is no valid challenging candidate, the governor shall declare the committee's candidate as the governor-nominee. The governor shall notify all clubs in the district of the nominee within 15 days.

12.040. *Selection of Governor by Club Ballot.*

The governor shall send every club an official call for nominations for governor. All nominations must be in writing, signed by the president and secretary of the club, and received by the governor by the deadline. The deadline shall be at least one month after the call for nominations. A club shall suggest only one of its own members. If only one candidate is suggested by the clubs, no ballot is required and the governor shall declare the candidate to be the governor-nominee. If there are two or more candidates, the governor notifies clubs of the name and qualifications of each candidate and that the governor-nominee will be selected by a club ballot.

12.050. *Club Ballot Procedure.*

The governor shall send a single transferable ballot to each club, listing the candidates in alphabetical order, except when the ballot results from a challenge, in which case the candidate selected by the district nominating committee shall be listed first. The governor shall send a copy of the ballot, signed by all members of the balloting committee, to each club with instructions that the completed ballot be returned to the governor by a date set by the governor. This date shall be between 15 and 30 days following the date the governor sent the ballots to the clubs.

12.050.1. *Club Voting.*

The number of a club's votes is determined by the formula in subsection 15.050.1., based on the club invoice dated 1 July. If a club is entitled to more than one vote, the club shall cast all votes for the same candidate. The name of the candidate for whom the club has cast its vote(s) shall be verified by the secretary and president of the club and forwarded to the governor.

12.050.2. *Balloting Committee.*

The governor shall announce the place, date, and time for counting ballots and shall appoint a balloting committee of three members. Validation of ballots shall be undertaken separately from the counting of the ballots. The committee shall make arrangements to safeguard the secrecy of the ballots and to allow the candidates or a candidate's representative to be present to observe the counting of the ballots.

12.050.3. *Report of Balloting Committee.*

The balloting committee shall promptly report the results to the governor as soon as a candidate receives a majority vote, including the number of the votes for each candidate. The candidate receiving a majority of the votes cast shall be declared governor-nominee. If there is a tie vote, the nominating committee's candidate shall be declared the governor-nominee. If neither tied candidate was the nominating committee's choice, the governor shall select one of the tied candidates as the governor-nominee. The governor shall promptly notify the candidates and clubs of the results of the ballot. The balloting committee shall retain all ballots for 15 days after the governor's notification to the candidates and clubs. The ballots shall be open to inspection by any club during this period. The chair of the committee shall destroy the ballots following the 15-day period.

12.060. Selection of Governor by District Conference.

If a district chooses to select its governor-nominee at the district conference, the governor shall invite the clubs to submit their suggestions for nominations for governor. The call for nominations and the ballot at the district conference will follow as closely as possible the provisions for a club ballot. All votes from a club with more than one vote shall be counted only if cast for the same candidate. Each club shall designate one elector to cast all its votes.

12.070. Certification of Governor-nominee.

The governor shall certify the name of the governor-nominee to the general secretary within 10 days of declaring the nominee.

12.080. Rejection or Suspension of Governor-nominee.**12.080.1. Failure to Meet Qualifications.**

Any governor-nominee who does not meet the qualifications and requirements shall be rejected and not presented by the general secretary to the convention for election, unless excused by the board in accordance with sections 16.010. and 16.020.

12.080.2. Suspension of Nomination.

The board may suspend a nomination if it believes that the nominee would be unable to fulfill the duties and responsibilities of the office. The board shall inform the governor and nominee of the suspension and the nominee shall be given an opportunity to submit additional information. The board shall consider all pertinent circumstances including any information submitted by the nominee and either reject the nomination of the nominee by a two-thirds vote or withdraw the suspension.

12.080.3. Rejection of Nominee.

The general secretary shall advise the governor if the nominee has been rejected by the board. The general secretary shall provide reasons for the rejection, and the governor shall advise the nominee. If time permits, the governor shall conduct a club ballot to select another nominee for governor in accordance with the provisions of the bylaws. Otherwise, the nominee shall be selected in accordance with section 12.090.

12.090. Vacancies in the Offices of Governor-nominee and Governor-elect.

If a district fails to select a governor-nominee or if a nominee becomes disqualified for election or otherwise unable or unwilling to serve and another nominee is not selected either before the election of officers at the convention or at least three months before the international assembly, the governor shall reinitiate the selection procedures starting with section 12.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. If either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for the successor has been completed by the district, then the successor shall automatically fill the vacancy if they are willing to do so, subject to the required election either by the convention or the board. If the successor has been selected, but is unable or unwilling to fill the vacancy, the board shall elect a Rotarian qualified under section 16.010.

12.090.1. Special Provision to Vacancies.

When a governor reinitiates the nominating committee procedure in accordance with section 12.090., the governor shall not be required to repeat the procedure in subsection 12.030.3. if there were no suggestions by clubs to the nominating committee during the previous nominating process.

Article 13 Conduct and Review of Elections

13.010. Campaigning, Canvassing, and Electioneering.

13.020. Nominating Committee.

13.030. Election Review Procedures.

13.010. *Campaigning, Canvassing, and Electioneering.*

In order that the best qualified Rotarians are selected for RI's elective offices, any effort to influence the selection process for an elective office in any manner, including campaigning, canvassing, or electioneering, is prohibited. Rotarians shall not campaign, canvass, or electioneer for elective position in RI, or allow such activity, for either themselves or others. Unless expressly authorized by the board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped.

13.020. *Nominating Committee.*

No person who has agreed in writing to be a member, alternate member, or candidate for membership on a nominating committee, whether elected or not, nor any candidate who is elected and subsequently resigns from the committee, nor any spouse, child, or parent of any such person, shall be eligible to be nominated for the respective office in the year in which the committee serves.

13.030. *Election Review Procedures.*

13.030.1. *Complaints.*

A complaint about the selection process for an RI elective office or the result of an RI election shall be considered by the board only if it is:

- (a) made by a club with the concurrence of at least five other clubs or a current officer of RI; or by a president's representative to a district or zone meeting;
- (b) in writing; and
- (c) filed with the general secretary within 21 days after the election results are announced.

13.030.2. *Board Consideration.*

The general secretary shall act upon a complaint pursuant to board procedures. The board may dismiss the complaint, disqualify the candidate for the elective office sought or future RI elective offices (or both) for such period as the board determines, or take any action against any Rotarian it deems fair and just. A two-thirds vote is required to disqualify a candidate. The board shall promptly transmit its decision to the interested parties.

13.030.3. *Repeated Election Complaints from a District.*

Notwithstanding any other provision of these bylaws or the standard club constitution:

- (a) If, within the previous five years, the board has upheld two or more election complaints in a district under subsection 13.030.1., the board may take any or all of the following actions when it has reasonable cause to believe that RI's bylaws or election complaint procedures have been violated:
 - 1. disqualify from the election the nominee and any or all candidates and select a qualified individual from a club in the district to serve;
 - 2. remove from office any person who improperly influences or interferes in the election process; and
 - 3. declare that a current or past RI officer who improperly influences or interferes in the election process is no longer a current or past RI officer;
- (b) If, within the previous five years, the board has upheld three or more election complaints in a district under subsection 13.030.1., the board may dissolve the district and assign the clubs to surrounding districts, without regard to the provisions of section 15.010.1.

13.030.4. *Candidate Declaration of Campaigning Provisions.*

On all forms suggesting candidates to elective office, candidates shall sign a declaration that they have read, understood, accepted, and agreed to be bound by the provisions of the bylaws.

13.030.5. *Completion of Election Review Procedure.*

The election review procedure in the bylaws is the exclusive method to contest the right to an elective office or the result of an RI election. If a Rotarian candidate or a club acting for a candidate does not follow and complete the election review procedure before seeking the intervention by any non-Rotary agency or other dispute resolution system, the Rotarian candidate shall be disqualified from the election in question and from contesting any elective office of RI for a period determined by the board. If a club or a Rotarian fails to follow and complete the election review procedure before seeking the intervention of any non-Rotary agency or other dispute resolution system, the board may take appropriate action pursuant to subsection 3.020.1.(c).

Article 14 Administrative Groups and Administrative Territorial Unit

14.010. Board Authority.

14.020. Supervision.

14.030. Supervision Through a Pilot Project.

14.040. Administrative Territorial Unit (RIBI).

14.010. *Board Authority.*

Wherever clubs are administered by the direct supervision of a governor in a constituted district, the board may authorize such committees, councils, or other assistants to the governor as the board may deem necessary and advisable.

14.020. *Supervision.*

The board may establish a method of supervision in addition to the supervision by the governors of the clubs within any area composed of two or more geographically contiguous districts. If the board establishes a method of supervision, it shall prescribe rules of procedure, which must be approved by the clubs in those districts.

14.030. Supervision Through a Pilot Project.

The board may establish pilot projects as a method of supervision of clubs subject to approval by all impacted districts. Only clubs located within RIBI and/or within a zone that includes Australia or New Zealand can be included in a pilot project. The board may establish the governance rules and procedures for such districts not in accordance with sections:

- (a) 7.020. and 7.030. (Proposing and Endorsing Legislation);
- (b) 8.030. and 8.040. (Proposing and Endorsing Resolutions);
- (c) 15.020. - 15.060. (District Meetings and District Fund); and
- (d) 16.030. (Duties of a Governor).

14.040. Administrative Territorial Unit (RIBI).

The clubs located in RIBI shall be organized and operated as an administrative territorial unit of RI. RIBI shall operate pursuant to its constitution as approved by the council on legislation. It shall also act on the board's behalf to admit clubs in RIBI, as a districting committee of RI, in RI financial matters as provided in these bylaws, and as authorized by the board.

14.040.1. The RIBI Constitution.

The RIBI constitution shall conform with the spirit and provisions of the RI constitution and bylaws. The constitutions and bylaws of RI and RIBI shall include specific provisions relating to the unit's internal administration.

14.040.2. Amending the RIBI Constitution.

The provisions of the RIBI constitution that prescribe the unit's internal administration in carrying out its powers, purposes, and functions may be amended only by the RIBI annual conference with the approval of the council on legislation. When the council on legislation amends the RI constitutional documents in matters not related to internal administration, correlative amendments necessary to conform the RIBI constitutional documents with the RI constitutional documents shall be effected ipso facto.

14.040.3. Amending the RIBI Bylaws.

The RIBI bylaws may be amended as provided in, and consistent with, its constitution and the RI constitutional documents.

Article 15 Districts

15.010. How Established.

15.020. Presidents-elect Training Seminar (PETS).

15.030. District Training Assembly.

15.040. District Conference and District Legislation Meeting.

15.050. Voting at District Conferences and District Legislation Meetings.

15.060. District Finances.

15.010. How Established.

The board is authorized to group clubs into districts and set their boundaries.

15.010.1. *Eliminating and Changing Boundaries.*

The board may change the boundaries of a district with fewer than 20 clubs or 1,100 Rotarians or merge clubs in these districts with adjacent districts, or divide a district with more than 100 clubs or 5,400 Rotarians. Otherwise, no change shall be made to the boundaries of a district if a majority of its clubs object. The board may eliminate or change the boundaries of a district only after consulting with the governors and clubs involved and allowing them reasonable opportunity to provide a recommendation on the proposed change. The board shall consider geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. The board shall establish procedures for administration, leadership, and representation of future or merged districts.

15.010.2. *Clubs in the Same Area.*

Clubs in the same city, borough, municipality, or urban area shall not be assigned to different districts without the approval of a majority of the clubs. Clubs that exist in the same locality have the right to be assigned to the same district. They may exercise that right through petition to the board by a majority of the clubs. The board shall assign all the clubs to the same district within two years of receipt of the petition.

15.020. *Presidents-elect Training Seminar (PETS).*

A district (or multidistrict) PETS shall be held annually, preferably in February or March, to orient and train presidents-elect in the district as determined by the board. The governors-elect shall plan, conduct, direct, and supervise the PETS.

15.030. *District Training Assembly.*

A district (or multidistrict) training assembly shall be held annually, preferably in March, April, or May, to develop club leaders who have the necessary skills, knowledge, and motivation to: sustain and expand their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support TRF through both program participation and financial contributions. The governors-elect shall plan, conduct, direct, and supervise the district training assembly. In special circumstances, the board may authorize a district training assembly at a date other than those specified here. Those specifically invited shall include incoming club presidents and club leaders.

15.040. *District Conference and District Legislation Meeting.*

15.040.1. *Time.*

A district conference shall be held annually at a time agreed upon by the governor and the presidents of a majority of the clubs. The governor-nominee may begin planning the conference when selected and certified to the general secretary. The conference dates shall not conflict with the district training assembly, the international assembly, or the international convention. The board may authorize two or more districts to hold their conferences together. The district may also hold a district legislation meeting, after all clubs receive 21 days' notice, at a time and place set by the governor. If a majority of the clubs request a district legislation meeting, specifying the items to be discussed, the governor shall convene the meeting within eight weeks of the request.

15.040.2. *Site Selection.*

The governor-nominee and a majority of the current club presidents must agree on the site for the conference. Alternatively, the board may approve that the governor-nominee and a majority of those who will serve as club presidents during the same year may select the site of the conference. If a club has not selected its future president, its current president shall vote on the site.

15.040.3. *Conference and District Legislation Meeting Actions.*

A conference or legislation meeting may adopt recommendations on matters important to the district, in accordance with the RI constitution and bylaws and the spirit and principles of Rotary. Each conference and legislation meeting shall consider and act on all matters submitted.

15.040.4. *Conference Secretary.*

After consulting the president of the host club, the governor shall appoint a conference secretary, who shall cooperate with the governor in planning the conference and recording its proceedings.

15.040.5. *Conference Report.*

Within 30 days after the conference, the governor or acting chair, along with the secretary, shall prepare a report of the conference proceedings and send it to the general secretary and each club secretary in the district.

15.050. *Voting at District Conferences and District Legislation Meetings.*

15.050.1. *Electors.*

Each club shall select and certify at least one elector to its conference and legislation meeting (if held). A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Membership is determined by the number of members in the latest club invoice before the vote, except that a suspended club has no vote. Each elector shall be a member of the club. To vote, an elector must be present at the conference or legislation meeting. To participate in any voting by electors at the district conference, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

15.050.2. *Conference and Legislation Meeting Voting Procedures.*

Every club member in good standing present at the conference or a legislation meeting is entitled to vote on all matters, except for:

- (a) selection of a governor-nominee;
- (b) election of a member and alternate of the nominating committee for director;
- (c) composition and terms of reference of the nominating committee for governor;
- (d) election of the representative and alternate to the council on legislation and council on resolutions; and
- (e) amount of the per capita levy.

Any club member in good standing present may demand a poll on any matter presented to the conference or legislation meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on matters (a), (b), (c) and (d), all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

15.050.3. Proxies.

If the governor approves, a club may designate a proxy for an absent elector, who may be a member of any club in the district. The proxy designation must be certified by the club president and secretary. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

15.050.4. District Club Ballot.

Any decision or election that the bylaws authorize at a conference or training assembly may be the subject of a club ballot. A club ballot shall follow the procedures in section 12.050. as nearly as possible.

15.060. District Finances.

15.060.1. District Fund.

Each district, by resolution of a conference, may establish a District Fund for financing district-sponsored projects and administering and developing Rotary in the district. Any person who fails to fulfill financial requirements, including improperly administering the District Fund or failing to comply with subsection 15.060.4., shall not hold any RI or district office until financial irregularities are resolved within the district.

15.060.2. Approval of Levy.

There shall be a per capita levy on members in the district to finance the District Fund. The amount of the levy shall be set by:

- (a) the conference by a majority of the electors present and voting; or
- (b) the training assembly or the PETS by three-fourths of the incoming club presidents, including any representatives designated under article 11, section 5(c) of the standard club constitution.

15.060.3. Per Capita Levy.

The per capita levy is mandatory for all clubs of a district. The governor shall certify to the board any club that has not paid the levy for more than six months. The board shall suspend RI services to the club as long as the levy remains unpaid.

15.060.4. Annual Statement and Report of District Finances.

Within one year of serving as governor, the immediate past governor must provide each club an independently reviewed annual statement and report of district finances. The immediate past governor must provide the statement and report and have it discussed and adopted at a district meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given. Alternatively, within one year of serving as governor, the immediate past governor may ask the governor to conduct a club ballot for

adoption of the statement and report. The statement and report shall be sent at least 30 days before the club ballot. The governor shall start this process within 30 days of receiving the request from the immediate past governor.

The review may be conducted by either a qualified accountant or a district audit committee. An audit committee must:

- (a) have at least three active members be selected in accordance with established district procedures;
- (b) include at least one member who is a past governor or an independent, financially literate person; and
- (c) not include any current governor, treasurer, signatory of district bank accounts, or member of the finance committee.

The annual statement shall include, but not be limited to, all:

- (a) sources of the district's funds (RI, TRF, district, and club);
- (b) funds received by or on behalf of the district from fundraising activities;
- (c) grants received from TRF or TRF funds designated by the district for use;
- (d) financial transactions of district committees;
- (e) financial transactions of the governor by or on behalf of the district;
- (f) expenditures of district funds; and
- (g) funds received by the governor from RI.

Article 16 Governors

16.010. Qualifications of a Governor-nominee.

16.020. Qualifications of a Governor.

16.030. Duties of a Governor.

16.040. Duties of an RIBI Governor.

16.050. Removal from Office.

16.060. Vacancy in the Office of Governor.

16.010. *Qualifications of a Governor-nominee.*

Unless excused by the board, the person selected as a governor-nominee shall at the time of selection:

- (a) be a member in good standing of a functioning club in the district;
- (b) have served as club president for a full term or as charter president for at least six months;
- (c) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 16.030.;
- (d) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws; and
- (e) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

16.020. *Qualifications of a Governor.*

Unless excused by the board, a governor, when taking office, must have attended the international assembly for its full duration, have been a Rotarian for at least seven years, and continue to possess the qualifications in section 16.010.

16.030. Duties of a Governor.

The governor is the officer of RI in the district, functioning under the general control and supervision of the board. The governor shall inspire and motivate the clubs in the district. The governor shall ensure continuity within the district by working with past, current, and incoming district leaders. The governor is responsible for:

- (a) organizing new clubs;
- (b) strengthening existing clubs;
- (c) promoting membership growth;
- (d) working with district and club leaders to encourage participation in a district leadership plan as developed by the board;
- (e) furthering the Object of Rotary by providing leadership and supervision of the clubs in the district;
- (f) supporting TRF;
- (g) promoting cordial relations among the clubs and Rotaract clubs and between the clubs, Rotaract clubs, and RI;
- (h) planning for and presiding at the district conference and assisting the governor-elect in planning and preparing the PETS and the district training assembly;
- (i) conducting an official visit to each club, individually or in multi-club meetings, that maximizes the governor's presence to:
 1. focus attention on important Rotary issues;
 2. provide special attention to weak and struggling clubs;
 3. motivate Rotarians to participate in service activities;
 4. ensure that the club constitution and bylaws comply with the constitutional documents, especially following councils on legislation; and
 5. personally recognize the outstanding contributions of Rotarians in the district;
- (j) issuing a monthly communication to each club;
- (k) reporting promptly to RI as required by the president or the board;
- (l) providing the governor-elect, before the international assembly, full information about the condition of clubs and recommended action to strengthen them;
- (m) assuring that district nominations and elections comply with the constitutional documents and RI's established policies;
- (n) inquiring regularly about the activities of Rotarian organizations in the district;
- (o) transferring district files to the governor-elect; and
- (p) performing any other duties as are inherent of an RI officer.

16.040. Duties of an RIBI Governor.

The duties of an RIBI governor shall be performed in keeping with the traditional practices of the area under the direction of the general council and consistent with the RIBI constitution and bylaws. The governor shall also report promptly to RI as required by the president or the board and shall perform any other duties as are inherent of an RI officer.

16.050. Removal from Office.

The president may remove a governor from office for cause if the president determines that the governor is not performing the duties and responsibilities sufficiently. The president shall advise the governor that he or she has 30 days to show reason why he or

she should not be removed from office. The president may remove the governor from office at the end of the 30-day period if the governor has failed to provide adequate reason, in the president's judgment. A removed governor shall not be considered a past governor.

16.060. Vacancy in the Office of Governor.

16.060.1. Vice Governor.

The nominating committee for governor may select a past governor, proposed by the governor-elect, to be vice governor, who shall serve during the year following selection. If the nominating committee makes no selection, the governor-elect may select a past governor to be vice governor. The role of the vice governor is to replace the governor in case of a temporary or permanent inability to perform the governor's duties.

16.060.2. Permanent Vacancy in the Office of Governor.

If there is no vice governor, the board may elect a past governor, preferably from the same district, to fill a governor's vacancy for the unexpired term. Until the board acts, the president may appoint a past governor, preferably from the same district, as acting governor.

16.060.3. Temporary Inability to Perform Duties of Governor.

If a governor temporarily cannot perform the duties of the office and there is no vice governor, the president may appoint a past governor, preferably from the same district, as acting governor.

Article 17 Committees

17.010. Standing and Other Committees.

17.020. Audit Committee.

17.030. Joint Committees of RI and TRF.

17.040. Membership on Committees.

17.050. Meetings.

17.060. Term of Service.

17.070. Committee Exceptions.

17.080. Secretary of Committees.

17.090. Quorum.

17.100. Manner of Conducting Business.

17.110. Authority over Committees.

17.010. Standing and Other Committees.

The board shall establish the following standing committees:

- (a) constitution and bylaws
- (b) districting
- (c) election review
- (d) finance
- (e) membership
- (f) operations review
- (g) strategic planning

The board may establish other committees as needed. For standing and other committees, the board shall determine:

- (a) the number of members;
- (b) the terms of members;
- (c) the qualification of members;
- (d) the duties and authority; and
- (e) the continuity of members from year to year.

17.020. *Audit Committee.*

The board and the TRF trustees shall appoint an audit committee with members who shall be independent and financially literate. The president, the board, the TRF chair, the TRF trustees, or the committee chair shall determine the time, place, manner, and notice of meetings.

17.030. *Joint Committees of RI and TRF.*

For those committees serving both RI and TRF, the board and trustees shall jointly determine the number, terms, qualifications, duties, and continuity of members from year to year.

17.040. *Membership on Committees.*

Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees after consulting the board. Committees may include Rotaractors as members. The president shall designate the chair of each committee and subcommittee and serve as an ex officio member of all RI committees.

17.050. *Meetings.*

Except as otherwise provided in these bylaws, the president shall determine the time, place, manner, and notice of all meetings of committees and subcommittees. A majority of the members shall constitute a quorum, and the act of a majority of the members present at a meeting with a quorum shall be the act of the committee or subcommittee.

17.060. *Term of Service.*

Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than one term. No person who has served on a committee for a full term is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

17.070. *Committee Exceptions.*

The provisions of sections 17.010. to 17.060. do not apply to any nominating committees.

17.080. *Secretary of Committees.*

The general secretary is the secretary of all committees, unless the board otherwise provides. The general secretary may appoint another person to serve as secretary.

17.090. *Quorum.*

A majority of all committee members is a quorum for a meeting, unless otherwise provided in the bylaws or by the board.

17.100. Manner of Conducting Business.

A committee may conduct business by any manner of communication under rules of procedure prescribed by the board, unless contrary to the bylaws.

17.110. Authority over Committees.

All committees are subject to board control and supervision pursuant to subsection 5.010.2.(c). All committee actions and decisions are subject to board approval, except the decision of the nominating committee for president in selecting a president-nominee. However, the board has jurisdiction over all actions and decisions that are in violation of article 13.

Article 18 Fiscal Matters

18.010. Fiscal Year.

18.020. Club Reports.

18.030. Dues.

18.040. Date of Payment.

18.050. Budget.

18.060. Five-Year Financial Forecast.

18.070. Audit.

18.080. Report.

18.010. Fiscal Year.

The fiscal year of RI is from 1 July to 30 June.

18.020. Club Reports.

A club or Rotaract club shall report to RI the number of its members on 1 July and on 1 January each year or on other dates set by the board.

18.030. Dues.**18.030.1. Per Capita Dues.**

Each club pays per capita dues to RI for each member as follows: US\$35.50 per half year in 2022 - 23, US\$37.50 per half year in 2023 - 24, US\$39.25 per half year in 2024 - 25, and US\$41.00 per half year in 2025 - 26, and thereafter. The dues shall remain constant until changed by the council on legislation.

18.030.2. Per Capita Dues for Rotaract Clubs

Each Rotaract club pays per capita dues to RI for each Rotaractor as determined by the board.

18.030.3. Additional Per Capita Dues.

Each year a club pays to RI additional per capita dues in an amount per member, as determined by the board to be sufficient to pay for the projected expenses of the council on legislation and council on resolutions. The additional dues are separately designated and restricted for the expenses of representatives attending the councils, as well as other administrative expenses of the councils, as determined by the board. The board shall furnish the clubs an accounting of receipts and expenditures. In the event of an extraordinary meeting of the council, clubs shall pay additional per capita dues as soon as practicable.

18.030.4. Dues Payable by RIBI.

Each RIBI club or Rotaract club shall pay its per capita dues to RI as provided in subsections 18.030.1. and 18.030.2., through RIBI. RIBI shall retain one-half of the RI per capita dues and forward the balance to RI.

18.030.5. Adjustment of Dues.

The board may return a portion of dues to a club or Rotaract club, as it deems appropriate. Upon request, the board may also adjust or postpone the amount of per capita dues payable by a club or Rotaract club whose locality has sustained serious damage from natural or similar disasters or whose currency is so devalued that the club or Rotaract club is required to pay an excessive amount of its currency to meet its obligations to RI.

18.040. Date of Payment.**18.040.1. Payment Due Dates.**

Per capita dues are payable pursuant to subsections 18.030.1. and 18.030.2. on 1 July and 1 January of each year or other dates set by the board. Additional dues are payable pursuant to subsection 18.030.3. on 1 July or other dates set by the board.

18.040.2. Prorated Dues.

Between payment due dates, a club or Rotaract club shall pay prorated per capita dues for new members, equal to one-twelfth of the annual per capita dues for each full month of membership. However, a club or Rotaract club is not required to pay prorated per capita dues for a transferring or former member of another club or Rotaract club. Prorated per capita dues are payable on 1 July and 1 January or on other dates set by the board.

18.040.3. Currency.

Dues are paid to RI in US currency. If this is impossible or impractical, the board may authorize payment in other currency. The board also may grant an extension of time for payment of dues when emergency conditions make it advisable.

18.040.4. New Clubs.

A new club or Rotaract club begins paying dues on the next payment due date after its admission.

18.050. Budget.**18.050.1. Adoption by Board.**

Each year the board adopts a budget for RI for the next fiscal year. The budget's anticipated total expenses shall not exceed total anticipated revenue.

18.050.2. Revision of Budget.

The board may revise the budget at any time. Anticipated total expenses shall not exceed total anticipated revenue.

18.050.3. Budgeted Expenditures.

No expenditure of RI funds shall be made unless it is within the board's budget. The general secretary has the duty and authority to enforce compliance with this subsection.

18.050.4. *Expenditures in Excess of Total Anticipated Revenue; Emergency and Unforeseen Circumstances.*

The board, by a three-quarters vote of all directors, may authorize expenditures in excess of anticipated revenue in emergency and unforeseen circumstances, provided that no expenditure causes indebtedness that exceeds the net assets of RI. The president shall report full details of the excess expenditure and its circumstances to all RI officers within 60 days and to the next convention.

18.050.5. *Annual Publication of the RI Budget.*

By 30 September each year, the RI budget shall be published on RI's website as decided by the board and brought to the attention of all clubs and Rotaract clubs.

18.050.6. *Expenditures in Excess of Anticipated Revenue; RI Reserve.*

Notwithstanding the provisions of section 18.050.4., the board will establish an annual reserve target sufficient to ensure that RI will continue to meet its financial obligations. If at any time the RI reserve is greater than the RI reserve target set by the board, the board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided that such expenditure would not cause the RI reserve to decrease below the RI reserve target. Full details of the reserve target and any excess expenditure and the circumstances leading thereto shall be reported by the president to all officers of RI within 60 days and to the next convention.

18.060. *Five-Year Financial Forecast.*

18.060.1. *Annual Review of Five-Year Forecast.*

The board shall review a five-year financial forecast each year, which shall describe the development of RI's total revenues, total expenses, assets, liabilities, and fund balances.

18.060.2. *Presentation of Five-Year Forecast at the Council on Legislation.*

The board shall present the five-year financial forecast to the council on legislation, as background to any financial legislation. The first year of the five-year financial forecast shall coincide with the year of the council on legislation.

18.060.3. *Presentation of Five-Year Forecast at Rotary Institutes.*

A director or other board representative shall present the five-year forecast to each Rotary institute.

18.070. *Audit.*

The board shall provide for an audit of RI at least once per year, prepared by licensed, certified, or chartered public accountants, or auditors of recognized standing in the country, state, or province in which the audit is made. The general secretary shall submit books and vouchers for audit as required by the board.

18.080. *Report.*

The general secretary shall publish on RI's website the audited financial statements and accompanying notes and supplemental schedules (if any), as well as an annual report, no later than 31 December after the fiscal year end. The general secretary shall also report, by individual office, all expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each director and director-elect.

Article 19 Name and Emblem

19.010. Preservation of RI's Intellectual Property.

19.020. Restrictions on the Use of RI's Intellectual Property.

19.010. *Preservation of RI's Intellectual Property.*

The board shall maintain and preserve the name, emblem, badge, and other insignia of RI for the exclusive use and benefit of all Rotarians and Rotaractors.

19.020. *Restrictions on the Use of RI's Intellectual Property.*

The name, emblem, badge, or other insignia of RI or of any club or Rotaract club shall not be used by any club, Rotaract club, or member as a trademark, special brand of merchandise, or for any commercial purpose. RI does not recognize or approve the use of such name, emblem, badge, or other insignia in combination with any other name or emblem.

Article 20 Other Meetings

20.010. International Assembly.

20.020. Rotary Institutes.

20.030. Council of Past Presidents.

20.040. Meetings Procedure.

20.010. *International Assembly.*

20.010.1. *Purpose.*

The purpose of an international assembly is to educate, motivate, and inspire governors-elect and to present an opportunity to discuss, plan, and implement Rotary's programs and activities for the coming Rotary year.

20.010.2. *Time and Place.*

The board shall determine the time and place of the international assembly. The president-elect is responsible for its program and shall chair any committee supervising assembly arrangements. The assembly shall be held annually before 15 February.

20.010.3. *Participants.*

The participants authorized to attend the international assembly include: the president, the directors, the president-nominee, the directors-elect, the directors-nominee, the general secretary, the governors-elect, the officers-nominee of RIBI, the chairs of the RI committees and other persons that the board may designate.

20.010.4. *Special or Sectional Assemblies.*

The board may arrange two or more special or sectional assemblies to meet an emergency or special condition.

20.020. *Rotary Institutes.*

The president may authorize the convening of Rotary institutes as annual informational meetings for past, present, and incoming RI officers, and other Rotarians and guests invited by the convener. A Rotary institute may be organized for RI, a zone, a section of a zone, or a grouping of zones. The convener shall report upon the legislation and resolutions reviewed and the action taken by each council on legislation and council on resolutions.

20.030. Council of Past Presidents.

20.030.1. Composition.

There shall be a standing council composed of past presidents who are members. The president is a non-voting ex officio member of the council, with the privilege of attending meetings and participating in deliberations. The penultimate past president serves as chair, the immediate past president as vice-chair, and the general secretary as secretary but shall not be a member of the council.

20.030.2. Duties.

The council of past presidents shall consider matters referred by the president or board and may give advice and recommendations to the board on them. The council shall also, at the request of the board, act as mediators in matters involving clubs, districts, and officers.

20.030.3. Meetings.

The president or the board may call a meeting of the council of past presidents, which may also meet at the annual convention and/or international assembly. The chair of the council shall make a written report to the board after each meeting.

20.040. Meetings Procedure.

The chair of each Rotary meeting, assembly, conference, or convention shall decide all matters of procedure not specifically covered by the constitution, bylaws, or special rules of procedure adopted by RI. These procedures shall be fair to all concerned, subject to the right of appeal to the assembly.

Article 21 Official Magazine

21.010. Authority for Publishing Official Magazine.

21.020. Subscription Prices.

21.010. Authority for Publishing Official Magazine.

The board shall publish an official RI magazine in as many editions as the board authorizes, the basic edition being published in English. The purpose of the official magazine is to assist the board in furthering the purposes of RI and the Object of Rotary.

21.020. Subscription Prices.

21.020.1. Required Subscription.

Each member shall be a paid subscriber to the official magazine or to a Rotary magazine approved for that club by the board for the duration of their membership. Two Rotarians residing at the same address may subscribe jointly to an official magazine. The board shall determine the subscription price of all editions of the official magazine. Clubs shall collect the subscription fee and forward it to RI. Each member may choose either a printed or (where available) electronic copy. The board may excuse a club from complying with this section if its members are not literate in any of the languages of the official magazine or the Rotary magazine approved by the board for the club.

21.020.2. Magazine Income.

The magazine's income during the current year shall be used only for its publication and improvement. At the end of the year, any excess income over expenditure shall be transferred to the RI reserve, unless the board provides otherwise.

Article 22 The Rotary Foundation

22.010. TRF's Purpose.

22.020. Trustees.

22.030. Expenditures of Trustees.

22.040. Report of Trustees.

22.010. TRF's Purpose.

TRF shall be operated exclusively for charitable and educational purposes by the trustees in accordance with its articles of incorporation and bylaws. The articles of incorporation and bylaws can be amended only by the trustees and with the consent of the board.

22.020. Trustees.

There shall be 15 trustees, each nominated by the president-elect and elected by the board in the year before taking office. Four trustees shall be past RI presidents. All trustees shall satisfy the qualifications in TRF's bylaws. In the event of a vacancy, a new trustee shall be nominated by the president and elected by the board to complete the term. The terms of the trustees shall be four years. Trustees may be reelected and shall serve without compensation.

22.030. Expenditures of Trustees.

The trustees shall make expenditures from TRF's property only with the board's approval, except for two types of expenditures that require only the trustees' approval:

- (1) the necessary expenses of administering TRF; and
- (2) expenditures of the income or principal of gifts to TRF as prescribed by the terms of the gift or bequest.

22.040. Report of Trustees.

The trustees shall report to RI at least annually on TRF's programs and finances. The general secretary shall also report, by individual office, all expenses reimbursed to, and all payments made on behalf of, each trustee.

Article 23 Indemnification

The board may establish and implement policies for indemnification of RI's directors, officers, employees, and agents.

Article 24 Arbitration and Mediation

24.010. Mandatory Mediation or Arbitration.

24.020. Mediation.

24.030. Arbitration.

24.040. Costs of Mediation or Arbitration.

24.010. Mandatory Mediation or Arbitration.

Any dispute between the current or former member(s) of a club and a district, RI, or an RI officer, on any account whatsoever that cannot be settled amicably, except a board decision, shall, upon a disputant's request to the general secretary, be resolved by mediation or, if mediation fails, by arbitration. A request must be made in writing within 60 days after the occurrence of the dispute. Within 90 days after receiving the request, the board shall set the time, place, and manner of the mediation.

24.020. Mediation.

The board shall set the procedure for mediation, including appointing as mediator a neutral and detached Rotarian with appropriate skills and experience. Either party may request as mediator a Rotarian who is not a member of any disputant's club. The decision of the mediator shall be in writing and distributed to the parties and the general secretary. A party who disagrees with the outcomes may request further mediation.

24.030. Arbitration.

If mediation has failed, any disputant may request arbitration. The board shall set the time, place, and manner of the arbitration. Each party shall appoint a Rotarian as an arbitrator. Multiple parties with similar positions, as determined by the board, shall agree on one arbitrator. The arbitrators shall appoint as an umpire a neutral and detached Rotarian with appropriate skills and experience. The decision by the arbitrators or, if they disagree, by the umpire, shall be final and binding on all parties and not subject to appeal.

24.040. Costs of Mediation or Arbitration.

Costs of mediation or arbitration shall be paid equally by the disputants, unless otherwise decided by the mediator, arbitrators, or umpire.

Article 25 Amendments

These bylaws may be amended only by a majority of those voting at the council on legislation or an extraordinary council meeting as provided in section 7.090.

Lover for Rotaryklubb¹

Gjeldende fra 1. juli 2022

Artikkel 1 Definisjoner

1. Styret: Styret i denne klubben.
2. Vedtekter: Vedtektene til denne klubben.
3. Styremedlem: Et medlem i denne klubbens styre.
4. Medlem: Et medlem i denne klubben, som ikke er et æresmedlem
5. RI: Rotary International.
6. Satellittklubb: En mulig klubb hvis medlemmer også skal være medlemmer av en klubb (når det er aktuelt)
7. Skriftlig: En meddelelse som kan dokumenteres uavhengig av metode for formidling.
8. År: Tolvmånedersperioden som begynner 1. juli.

Artikkel 2 Klubbens navn

Denne klubben skal ha navnetRotaryklubb² og er medlem av Rotary International.

Navnet på enhver satellitt til denne klubben skal være Rotary Satellittklubb.

Artikkel 3 Hensikt

Hensikten med denne klubben er å:

- (a) fremme målsettingen til Rotary,
- (b) gjennomføre vellykkede serviceprosjekter basert på de fem tjeneområdene,
- (c) bidra til å fremme Rotary ved å styrke medlemsarbeidet, (d) støtte The Rotary Foundation og
- (e) utvikle ledere utover klubbnivå.

¹ Vedtektene for Rotary International krever at hver klubb som er godkjent som medlem av Rotary International skal slutte seg til denne obligatoriske standardloven.

² I denne lovteksten er det benyttet ordet «Rotaryklubb». Alternativ skrivemåte kan være «Rotary Klubb» eller «Rotary Club». Navnet kommer igjen flere ganger i denne lovteksten, og alternativ skrivemåte gjelder derfor overalt uten at fotnoten blir gjentatt.

Artikkel 4 Klubbens geografiske område

Det geografiske område til denne klubben er

Enhver satellittklubb til denne klubben skal være lokalisert i det samme området eller området rundt.

Artikkel 5 Målsetting

Rotarys mål er å oppmuntre og fremme tjenesteidealet som grunnlag for verdig virksomhet, og spesielt å oppmuntre og fremme:

For det første: Utvikling av personlige bekjenskaper som en mulighet for service,

For det andre: Høye etiske standarder i virksomhet og yrke, erkjenne verdien av all nyttig virksomhet, og det verdifulle i at hver rotarianers yrke er en mulighet til å tjene samfunnet,

For det tredje: Anvendelsen av idealet om service i hver rotarianers personlige-, virksomhets- og samfunnsliv,

For det fjerde: Fremme internasjonal forståelse, goodwill og fred gjennom et verdensomspennende fellesskap av personer fra ulike yrker og virksomheter forent i tjenesteidealet.

Artikkel 6 Fem tjenestegrener

Rotarys fem tjenestegrener er det filosofiske og praktiske rammeverket for arbeidet i Rotaryklubb.

1. Klubbtjenesten, den første tjenestegrenen, omfatter handlinger som et medlem bør utføre i egen klubb for å bidra til et godt sosialt miljø og en veldrevet klubb.
2. Yrkestjenesten, den andre tjenestegrenen, har som formål å fremme høy etisk standard i forretnings- og yrkesliv, anerkjenne verdien av alle verdige yrker, og fremme tjenesteidealet ved utøvelse av alle yrker. Medlemmenes rolle inkluderer å etterleve Rotarys prinsipper både i eget liv og virksomhet, og å stille sin yrkeskompetanse til disposisjon for utvikling av klubbens prosjekter som et bidrag til løsning av samfunnsmessige oppgaver og behov.
3. Samfunnstjeneste, den tredje tjenestegrenen, omfatter variert innsats som medlemmene gjør, noen ganger i samarbeid med andre, for å bedre livskvaliteten for de som bor innen klubbens område eller i lokalsamfunnet ved å etterstrebe positiv fred i samfunnet.
4. Internasjonal tjeneste, den fjerde tjenestegrenen, omfatter de aktiviteter som medlemmene gjør for å fremme internasjonal forståelse, goodwill og positiv fred ved å fremme bekjenskap med mennesker i andre land, deres kulturer og skikker, deres prestasjoner, ambisjoner og problemer, gjennom lesing og korrespondanse og gjennom samarbeid i alle klubbaktiviteter og prosjekter utformet for å hjelpe mennesker i andre land.
5. Ungdomstjenesten, den femte tjenestegrenen, anerkjenner den positive endring som skjer via ungdom og unge voksne gjennom lederutviklingsaktiviteter, involvering i samfunns- og internasjonale tjenesteprosjekter, og utvekslingsprogrammer som beriker og fremmer positiv fred i verden og kulturell forståelse.

Artikkel 7 Møter

Punkt 1 - Ordinære møter.

(a) *Dag og tid.* Denne klubben skal avholde et vanlig ukentlig møte på den dag og tid som er fastsatt i vedtektene.

(b) *Gjennomføring av møte.* Oppmøte kan være personlig, via telefon, online eller gjennom en interaktiv aktivitet online. Et interaktivt møte skal anses som avholdt den dagen den interaktive aktiviteten er lagt ut og tilgjengelig for medlemmene.

(c) *Endring av møte.* Med en god grunn kan styret endre et vanlig møte til en hvilken som helst dag mellom foregående og neste ordinære møte, til et annet tidspunkt på den ordinære dagen, eller til et annet sted.

(d) *Avlysning.* Styret kan avlyse et ordinært møte av disse grunner:

- (1) offentlig høytidsdag eller helligdag, eller i løpet av en uke som inkluderer en offentlig høytidsdag eller helligdag,
- (2) dødsfall til et medlem,
- (3) en epidemi eller en katastrofe som rammer hele samfunnet, eller
- (4) en væpnet konflikt i samfunnet.

Styret kan avlyse inntil 4 faste møter i året av årsaker som ikke er oppført her, men kan ikke avlyse mer enn 3 påfølgende møter.

(e) *Møter i satellittklubb (der det er aktuelt).* Hvis det er angitt i vedtektene, skal en satellittklubb avholde regelmessige ukentlige møter på en dag, tid og sted bestemt av medlemmene. Dagen, klokkeslettet og sted for møtet kan endres på samme måte som for klubbens faste møter i seksjon 1 (c) i denne artikkelen. Et satellittklubbmøte kan bli avlyst av grunnene i artikkel 1 (d) i denne artikkelen. Stemmereglene skal være som angitt i vedtektene.

(f) *Unntak.* Vedtektene kan inneholde bestemmelser som ikke er i samsvar med dette punktet. En klubb må imidlertid møte minst 2 ganger per måned.

Punkt 2 - Årsmøte.

(a) Det skal avholdes et årsmøte for å velge styre og andre tillitsvalgte, og presentere en halvårsrapport, inkludert inntekter og utgifter for inneværende år, sammen med en årsrapport for foregående år, før 31. desember, slik det fremgår av vedtektene.

(b) En satellittklubb skal holde et årlig møte med medlemmene før 31. desember for å velge styre for satellittklubben.

Punkt 3 - Styremøter.

Skriftlig referat fra klubbens styremøter skal være tilgjengelig for alle medlemmer innen 30 dager etter styremøtet.

Artikkel 8 Medlemskap

Punkt 1 - *Generelle kvalifikasjoner.*

Denne klubben skal være sammensatt av voksne personer som viser god karakter, integritet og lederskap; har godt omdømme innen sin virksomhet, yrke og / eller i samfunnet; og er villige til å tjene i lokalsamfunnet og / eller rundt om i verden.

Punkt 2 - *Typer.*

Denne klubben skal ha to typer medlemskap, aktiv og æresmedlem. Klubber kan opprette andre typer i samsvar med Punkt 7 i denne artikkelen. Disse medlemmene rapporteres til RI som enten aktive eller æresmedlemmer.

Punkt 3 - *Aktive medlemmer.*

En person som har kvalifikasjonene i artikkel 5, seksjon 2 i RIs grunnlov, kan velges som et aktivt klubbmedlem.

Punkt 4 - *Satellittklubbmedlemmer.*

Medlemmer av en satellittklubb i denne klubben skal også være medlemmer av en klubb inntil satellittklubben blir tatt opp til RI-medlemskap som Rotaryklubb.

Punkt 5 - *Dobbelt medlemskap er forbudt.*

Ingen medlemmer skal samtidig

- (a) tilhøre denne og en annen klubb bortsett fra en satellitt til en klubb, eller
- (b) være æresmedlem i denne klubben.

Punkt 6 - *Æresmedlemskap.*

Klubben kan velge æresmedlemmer på de vilkår som er fastsatt av styret. Disse skal:

- (a) være unntatt fra å betale kontingent,
- (b) ikke ha stemmerett,
- (c) ikke ha tillitsverv,
- (d) ikke inneha klassifisering,
- (e) ha rett til å delta på alle møter og nyte alle andre privilegier i klubben, men har ingen rettigheter eller privilegier i noen annen klubb, bortsett fra å besøke klubber uten å være invitert som gjest av en rotarianer.

Punkt 7 - *Unntak.*

Vedtektene kan inneholde bestemmelser som ikke er i samsvar med artikkel 8, Punkt 2 og Punktene 4 - 6.

Artikkel 9 Klubbmedlemskapssammensetning

Punkt 1 - *Generelle bestemmelser.*

Hvert medlem skal klassifiseres i samsvar med medlemmets forretningsvirksomhet, yrke, beskjeftigelse/aktivitet eller samfunnstjeneste. Klassifiseringen skal beskrive den viktigste og anerkjente aktivitet fra medlemmets firma, selskap eller institusjon, medlemmets primære og anerkjente forretning eller yrkesaktivitet, eller arten av medlemmens samfunnstjenesteaktivitet. Styret kan justere et medlems klassifisering hvis medlemmet skifter stilling eller yrke.

Punkt 2 — *Mangfold i klubbens medlemsmasse.*

Denne klubbens medlemmer skal representere et tverrsnitt av virksomhetene, yrkene, aktivitetene og samfunnsorganisasjonene, inkludert alder, kjønn og etnisk mangfold i sitt nærmiljø.

Artikkel 10 Oppmøte

Punkt 1 - *Generelle bestemmelser.*

Hvert medlem bør delta på klubbens faste møter, eller satellittklubbens faste møter, og delta i klubbens serviceprosjekter, arrangementer og andre aktiviteter. Et medlem skal regnes som deltaker på et ordinært møte hvis medlemmet:

- (a) er personlig til stede, telefonisk eller online i minst 60 prosent av møtet,
- (b) er til stede, men blir uventet utkalt og må forlate møtet og i ettertid gir styret tilfredsstillende begrunnelse for at avbruddet var nødvendig,
- (c) deltar i det vanlige nettmøtet eller den interaktive aktiviteten som er lagt ut på klubbens nettsted, innen en uke etter det har blitt lagt ut, eller
- (d) godtgjør fraværet på noen av følgende måter innen det samme året:
 - (1) Deltar på minst 60 prosent av det ordinære møtet i en annen klubb eller en satellitt til en annen klubb,
 - (2) Er til stede på tidspunktet og stedet for et vanlig møte eller et satellittklubbmøte i en annen klubb med det formål å delta, men den aktuelle klubben har ikke møte på det tidspunktet eller det stedet,
 - (3) Deltar i et klubbprosjekt eller et klubbssponset samfunnsarrangement eller møte som er godkjent av styret,
 - (4) Deltar på et styremøte eller, hvis styret godkjenner det, et møte i en servicekomité som medlemmet er tildelt,
 - (5) Deltar gjennom et klubbnettsted i et online møte eller interaktiv aktivitet,
 - (6) Deltar på et vanlig møte i en Rotaract- eller Interact-klubb, Rotary Community Corps, eller Rotary Fellowship eller i en provisorisk Rotaract- eller Interact-klubb, Rotary Community Corps, eller Rotary Fellowship,
 - (7) Deltar på en RI-convention, et Lovrådsmøte (COL), en International Assembly, et Rotary Institute, ethvert møte innkalt med godkjennelse av RIs styre eller RI-

presidenten, en multisonekonferanse, et møte i en RI-komite, en distriktskonferanse, en distriktstrening («assembly»), ethvert distriktskomitémøte avholdt i regi av RI-styret, ethvert distriktskomitemøte avholdt i regi av guvernøren, eller et regulært kunngjort intercity-møte for klubber.

Punkt 2 - Utvidet fravær ved arbeid på annet sted.

Hvis et medlem arbeider og oppholder seg langt fra møtestedet i en lengre periode, erstatter deltakelse på møtene i en klubb på stedet hvor vedkommende er, deltakelse på de ordinære møtene i medlemsklubben hvis de to klubbene er enige.

Punkt 3 - Fravær på grunn av andre Rotary-aktiviteter.

Det kreves ikke oppmøte hvis medlemmet på møtetidspunktet er:

- a) på reise i tilknytning til et av møtene spesifisert i underpunkt (1) (d) (7),
- b) styremedlem eller medlem av en RI-komite eller som TRF-trustee,
- c) i tjeneste som den spesielle utsending for guvernøren i dannelsen av en ny klubb,
- d) i rotaryvirksomhet som ansatt av RI,
- e) direkte og aktivt engasjert i et distriktsponset, RI-sponset eller TRF-sponset serviceprosjekt i et fjerntliggende område, hvor det er umulig å møte i en lokal klubb, eller
- f) engasjert i Rotary-virksomhet som er godkjent av styret, og som forhindrer deltakelse på møtet.

Punkt 4 - RI-tillitsvalgts fravær.

Hvis medlemmet er en nåværende RI Officer eller en Rotary-partner til en nåværende RI Officer, skal medlemmet fritas for frammøteplikten.

Punkt 5 - Godkjent fravær.

Et medlems fravær skal godkjennes hvis:

- a) styret godkjenner det av grunner, betingelser og omstendigheter det anser som gode og tilstrekkelige. Slike godkjente fravær skal ikke vare lenger enn 12 måneder. Imidlertid, hvis permisjon er gitt av medisinske årsaker, fødsel eller adopsjonen av et barn eller at medlemmet befinner seg ved et fosterhjem for et barn, kan styret forlenge det utover de opprinnelige 12 månedene.
- b) summen av medlemmets alder og medlemskap i en eller flere klubber er 85 år eller mer, medlemmet har vært rotarianer i minst 20 år, medlemmet har varslet klubbens sekretær skriftlig om ønsket om å være fritatt fra fremmøteplikten, og kun disse kravene tas i betraktning.

Punkt 6 - Oppmøtere registrering.

Når et medlem hvis fravær blir godkjent etter punkt 5 (a) i denne artikkelen, ikke deltar på et klubbmøte, skal medlemmet og fraværet ikke inkluderes i oppmøteprotokollen. Hvis et medlem hvis fravær blir godkjent i henhold til paragraf 4 eller punkt 5 (b) i denne artikkelen, deltar på et klubbmøte, skal medlemmet og oppmøtet inkluderes i denne klubbens medlems- og deltakelsestall.

Punkt 7 - Unntak.

Vedtektene kan inneholde bestemmelser som ikke er i samsvar med artikkel 10.

Artikkel 11 Styremedlemmer og ledere av komiteer

Punkt 1 - Styrende organ.

Det styrende organ for denne klubben er styret slik det er angitt i vedtektene.

Punkt 2 - Myndighet.

Styret skal ha generell kontroll over alle tillitsvalgte og komiteer, og kan når det foreligger gode grunner, erklære et hvilket som helst tillitsverv ledig.

Punkt 3 - Styrets beslutning er endelig.

I alle klubbsaker er styrets beslutning endelig, bare med forbehold om klage til klubben. Når styret beslutter å avslutte et medlemskap, kan imidlertid medlemmet, i henhold til artikkel 13, seksjon 6, appellere til klubben, be om mekling eller be om voldgift. En anke om å reversere et styrevedtak krever to tredjedels flertall av medlemmene som er til stede på et ordinært møte fastsatt av styret, forutsatt at møtet er beslutningsdyktig og sekretæren har gitt beskjed om anken til hvert medlem minst fem dager før møtet. Klubbens vedtak i anken er endelig.

Punkt 4 - Tillitsvalgte.

Klubbens tillitsvalgte skal være president, den siste tidligere presidenten (past president) valgt innkommende president, sekretær og kasserer, og kan også inkludere en eller flere visepresidenter, som alle skal være styremedlemmer.

Klubbtiltitsvalgte kan også inkludere en klubbmester, som kan være medlem av styret, hvis vedtektene angir dette. Hver tillitsvalgt og styremedlem skal ha oppfylt sine forpliktelser til klubben. Klubbtiltitsvalgte skal regelmessig delta på møter med satellittklubber.

Punkt 5 - Valg av tillitsvalgte.

- a) *Varighet av verv for andre tillitsvalgte enn president.* Hver tillitsvalgt skal velges som foreskrevet i vedtektene. Bortsett fra presidenten, tiltrer hver tillitsvalgt 1. juli etter valget og tjenestegjør i fastsatt funksjonstid eller til en etterfølger er valgt og kvalifisert.
- b) *Presidentens periode.* En nominert president skal velges som foreskrevet i vedtektene, minst 18 måneder, men ikke mer enn to år, før dagen for tiltredelse for presidenten. Den nominerte blir «president elect» 1. juli året før han/hun tiltrer som president. Presidenten tiltrer 1. juli for en periode på ett år. Hvis en etterfølger ikke lar seg velge, forlenges den nåværende presidentens periode med inntil ett år.
- c) *Presidentens kvalifikasjoner.* En kandidat til vervet som president må være medlem av klubben i minst ett år før han/hun blir nominert, med mindre guvernøren bestemmer at mindre enn et helt år er tilfredsstillende. «President elect» skal delta på innkommende presidenters treningsseminar og opplæring, PETS, og Distriktstreningen, med mindre vedkommende blir fritatt av innkommende guvernør (DGE). Hvis denne personen blir fritatt, skal president elect sende en klubbrepresentant.

Hvis president elect ikke deltar på presidentenes treningsseminar (PETS) og Distriktstreningen og ikke har blitt fritatt av DGE eller, hvis fritatt, ikke sender en klubbrepresentant til disse møtene, skal president elect ikke tiltre som klubbpresident. Den nåværende presidenten skal deretter fortsette å utøve vervet inntil valget av en etterfølger

som har deltatt på et PETS og Distriktstrening eller opplæring som den innkommende guvernør (DGE) mener vil være tilstrekkelig.

Punkt 6 - Styring av en satellittklubb i denne klubben.

- a) *Satellittklubb tilsyn.* Denne klubben skal utøve generelt tilsyn og gi hensiktsmessig støtte til klubbens satellittklubb slik det anses hensiktsmessig av styret.
- b) *Satellittklubbens styre.* For daglige styringen skal satellittklubben ha sitt eget styre valgt årlig av og blant medlemmene. Styret skal omfatte de tillitsvalgte i satellittklubben og fire til seks medlemmer som vedtektene skal angi. Høyeste tillitsvalgte i satellittklubben skal være styrelederen, og de andre tillitsvalgte skal være den nylig avgåtte leder, neste leder, sekretæren og kassereren. Styret i satellittklubben er ansvarlig for de daglige organiseringene og styringen av klubben og dens aktiviteter i samsvar med Rotarys regler, krav, politikk, mål og delmål under ledelse av denne klubben. Den skal ikke ha noen myndighet innen eller over denne klubben.
- c) *Rapporteringsprosedyre for satellittklubber.* En satellittklubb skal sende president og styret i klubben en årlig rapport om medlemskap, aktiviteter og programmer, sammen med årsrapport og revidert årsregnskap, for innarbeidelse i klubbens rapporter til den ordinære generalforsamling og eventuelle andre rapporter som fra tid til annen kan kreves av denne klubben.

Punkt 7 - Komiteer.

Denne klubben skal ha følgende komiteer:

- a) Klubbadministrasjon,
- b) Medlemskapskomite,
- c) Public Image,
- d) Rotary Foundation komité, og
- e) Serviceprosjekter.

Styret eller presidenten kan oppnevne ytterligere komiteer etter behov.

Artikkel 12 Kontingent

Hvert medlem skal betale den årlige kontingenten som foreskrevet i vedtektene.

Artikkel 13 Medlemskapets varighet

Punkt 1 - Periode.

Medlemskapet skal vare så lenge klubben eksisterer dersom det ikke blir avsluttet som beskrevet i det etterfølgende.

Punkt 2 Automatisk opphør.

Medlemskapet opphører automatisk når et medlem ikke lenger oppfyller medlemskvalifikasjonen.

(a) *Gjenopptagelse.* Når et medlem med godt omdømme har fått sitt medlemskap avsluttet, kan denne person søke om medlemskap igjen, under samme eller annen virksomhet, yrke, annen beskjeftigelse, samfunnstjeneste eller annen klassifisering.

(b) *Opphør av æresmedlemskap.* Æresmedlemskap opphører automatisk ved slutten av den tid som er fastsatt av styret, med mindre den forlenges. Styret kan når som helst tilbakekalle et æresmedlemskap.

Punkt 3 – *Opphør ved manglende betaling av kontingent.*

(a) *Saksgang.* Ethvert medlem som unnlater å betale kontingent innen 30 dager etter at den forfaller, skal varsles skriftlig av sekretæren. Hvis kontingent ikke blir betalt innen 10 dager etter varselet, kan styret si opp medlemskap etter eget skjønn.

(b) *Gjeninntakelse.* Styret kan gjeninnta det tidligere medlemmet hvis det tidligere medlemmet ber om det og betaler all gjeld til denne klubben.

Punkt 4 - *Ekskludering ved manglende oppmøte.*

(a) *Oppmøteprosenter.* Et medlem må:

- 1) delta på eller gjøre opp for minst 50 prosent av vanlige klubbmøter eller satellittklubbmøter, delta i klubbprosjekter, arrangementer og andre aktiviteter i minst 12 timer hvert halvår, eller oppnå en forholdsmessig kombinasjon av begge deler og
- 2) delta på minst 30 prosent av denne klubbens regulære møter eller satellittklubbmøter eller delta i klubbprosjekter, arrangementer og andre aktiviteter i hvert halvår (assisterende guvernører, som definert av RIs styre, skal fritas fra dette kravet).

Når et medlem ikke oppfyller disse kravene, skal medlemskapet termineres, med mindre klubbens styre finner at det foreligger gode og gyldige grunner for fraværet.

(b) *Fravær fra flere møter etter hverandre.* Møtefravær kan betraktes som en forespørsel om å avslutte medlemskap i klubben hvis et medlem ikke klarer å delta på eller stille opp i fire påfølgende ordinære møter, med mindre annet er godkjent av styret som god og tilstrekkelig grunn eller i henhold til artikkel 10, Punkt 4 eller 5. Etter at styret varslet medlemmet, kan styret, med flertall av stemmer, avslutte medlemskapet.

(c) Unntak. Vedtektene kan inneholde bestemmelser som ikke er i samsvar med Artikkel 13, Punkt 4.

Punkt 5 – *Opphør av andre årsaker.*

(a) *Gyldig grunn for opphør.* Styret kan bringe et medlemskap til opphør for et medlem som ikke lenger er kvalifisert til medlemskap i klubben, eller av en annen gyldig årsak, hvis minst to tredeler av styret er til stede og stemmer for dette i et styremøte som er innkalt for dette formål. De retningsgivende prinsippene for dette møtet skal være artikkel 8, punkt 1, firespørsmålsprøven og de høye etiske standardene for en rotarianer.

(b) *Varsel.* Før styret handler i sak iht. bokstav a) i dette punkt, skal medlemmet gis minst 10 dagers skriftlig varsel og en mulighet til å svare skriftlig til styret. Varsel skal leveres personlig eller med rekommandert brev til medlemmets sist kjente adresse. Medlemmet har rett til å møte styret for å redegjøre for sin sak.

Punkt 6 - Retten til å anke, megle eller kreve voldgiftsbehandling.

(a) *Meddelelse.* Innen 7 dager etter styrets beslutning om å avslutte eller suspendere medlemskapet, skal sekretæren skriftlig meddele medlemmet styrets beslutning. Medlemmet kan da innen 14 dager fra datoen for en slik meddelelse, varsle sekretæren skriftlig om at han/hun har til hensikt enten å anke til klubben, anmode om megling eller avgjørelse ved voldgift i henhold til bestemmelsene i artikkel 17.

(b) *Anke.* Ved anke skal styret fastsette en dato for høring på et vanlig klubbmøte som avholdes innen 21 dager fra et slikt skriftlig varsel om anke er mottatt. Alle medlemmer skal senest 5 dager før møtet orienteres skriftlig om et slikt klubbmøte og møtets spesielle dagsorden. Bare medlemmer skal være til stede når anken blir behandlet. Vedtaket til klubben er endelig og bindende for alle parter og skal ikke være gjenstand for voldgift.

Punkt 7 - Styrets vedtak er endelig.

Styrets vedtak skal være endelige dersom saken ikke ankes inn til klubben eller kreves avgjort ved voldgift.

Punkt 8 - Oppsigelse.

Et medlems oppsigelse av medlemskap i denne klubben skal være skriftlig, adressert til presidenten eller sekretæren. Styret skal godta oppsigelsen med mindre medlemmet står i gjeld til klubben.

Punkt 9 – Tap av andel i klubbens formue.

Et medlem hvis klubbmedlemskap er brakt til opphør, uansett grunn, taper all rett til mulig andel i klubbens fonds eller aktiva, forutsatt at lokal lovgivning ga medlemmet en slik rett ved å bli medlem i klubben.

Punkt 10 - Midlertidig suspensjon.

Uavhengig av bestemmelsene i denne loven, hvis det etter styrets mening:

- a) troverdige anklager blir fremsatt om at et medlem har nektet eller forsømt å etterleve denne lov, eller er skyldig i adferd upassende for et medlem av klubben eller skadelig for klubben, og
- b) disse beskyldningene, hvis bevist, gir grunn god nok for å avslutte medlemskapet for medlemmet, og
- c) det ikke skal iverksettes noe tiltak som gjelder medlemskapet til medlemmet i påvente av utfallet av en sak eller en hendelse som styret vurderer må foreligge først, og
- d) det er i klubbens beste interesse å midlertidig suspendere medlemmet uten noen votering som gjelder hans eller hennes medlemskap, og ekskludere medlemmet fra deltakelse i møter eller andre klubbaktiviteter og fra oppgaver og verv medlemmet måtte ha i klubben,

kan styret, med minst to tredjedeler av stemmene, suspendere medlemmet midlertidig i en rimelig periode på som ikke må overstige 90 dager og på slike vilkår som styret fastsetter. Et suspendert medlem kan anke suspensjonen eller kan be om mekling eller voldgift som angitt i Punkt 6 i denne artikkelen. Under suspensjonen skal medlemmet fritas fra fremmøtekravet. Før suspensjonen

utløper, må styret enten beslutte at det suspenderte medlem skal ekskluderes, eller gjeninnsette den suspenderte rotarianeren til full regulær status.

Artikkel 14 Samfunns-, nasjonale og internasjonale anliggender

Punkt 1 - *Diskusjonstemaer.*

All offentlig debatt som involverer samfunnets, nasjonens og verdens velferd er interessante og aktuelle temaer for saklig og informert diskusjon på klubbmøtene. Klubben skal imidlertid ikke uttrykke noen mening eller standpunkt om noen pågående kontroversielle offentlige tiltak.

Punkt 2 - *Ingen støtte til kandidater.*

Klubben skal ikke støtte eller anbefale noen kandidat til offentlige verv eller embeter og skal ikke på noe klubbmøte diskutere fordeler eller ulemper ved en slik kandidat.

Punkt 3 - *Upolitisk.*

(a) *Resolusjoner og meninger.* Klubben skal verken vedta eller distribuere resolusjoner eller meninger og skal ikke iverksette tiltak som omhandler verdensanliggender eller internasjonale problemstillinger av politisk art.

(b) *Appeller.* Klubben skal heller ikke rette appeller til klubber, enkeltmennesker, eller regjeringer, eller distribuere brev, taler, eller foreslåtte planer for løsning av spesifikke internasjonale problemer av politisk art.

Punkt 4 - *Markering av Rotarys stiftelse.*

Uken for årsdagen for Rotarys stiftelse, 23. februar, er «World Understanding and Peace Week». I løpet av denne, vil klubben feire Rotarys tjenesteideal, reflektere over tidligere oppnådde resultater, og fokusere på programmer for fred, forståelse, og goodwill i samfunnet og over hele verden.

Artikkel 15 Rotarys tidsskrifter

Punkt 1 - *Obligatorisk abonnement.*

Med mindre klubben er blitt fritatt av RIs styre, skal alle medlemmer abonnere på et offisielle tidsskrift. To rotarianere som bor på samme adresse, kan ha et felles abonnement på et offisielt tidsskrift. Abonnementet skal betales på de datoer som er fastsatt av styret for innbetaling av medlemsavgiften for det tidsrom man er medlem av klubben.

Punkt 2 - *Innkrevning av abonnementsavgift*

Abonnementsavgiften skal innkreves av denne klubben fra hvert medlem forskuddsvis og sendes til RI eller til det regionale tidsskrifts kontor som RIs styre måtte bestemme.

Artikkel 16 Aksept av formål og overholdelse av lov og vedtekter

Ved å betale kontingenten, aksepterer medlemmene Rotarys prinsipper uttrykt i dens formål, og samtykker i å overholde og være bundet av klubbens lover og vedtekter. Bare på disse vilkår alene har et medlem rett til klubbens privilegier. Alle medlemmer skal følge klubbens lover og vedtekter, uansett om medlemmet har mottatt et eksemplar av dem eller ikke.

Artikkel 17 Voldgift og mekling

Punkt 1 - *Tvister.*

Enhver tvist mellom ethvert nåværende eller tidligere medlem og klubben, en tillitsvalgt eller klubbens styre, med unntak av en beslutning av styret, skal etter anmodning til sekretæren av en av partene, enten løses ved mekling eller avgjøres ved voldgift.

Punkt 2 - *Dato for mekling eller voldgift.*

Innen 21 dager etter mottakelse av anmodningen, skal styret, i samråd med partene, beramme en dato for mekling eller voldgift.

Punkt 3 - *Mekling.*

Proseduren for mekling skal være

- a) anerkjent av en passende myndighet med nasjonal eller statlig jurisdiksjon, eller
- b) anbefalt av et kompetent fagorgan som med anerkjent kompetanse dekker alternativ tvisteløsning, eller
- c) anbefalt i dokumenterte retningslinjer bestemt av RI-styret eller TRF-trustees.

Bare rotarianere kan være meklere. Klubben kan be guvernøren eller guvernørens representant om å utnevne en mekler med passende meklingsevner og erfaring.

- a) *Resultater av meklingen.* Det resultat eller beslutningene som partene blir enige om etter mekling skal protokolleres med kopier til hver part, meklere / meklere, og styret. Et sammendrag som er godkjent av partene skal utarbeides for informasjon til klubben. Enhver part kan gjennom presidenten eller sekretæren kreve videre mekling hvis en part har gått vesentlig tilbake på meklingsresultatet.
- b) *Mislykket mekling.* Hvis mekling er krevet, men ikke fører frem, kan enhver part kreve voldgift, slik det er gitt i Punkt 1 i denne artikkelen.

Punkt 4 - *Voldgift.*

I tilfelle en anmodning om voldgift skal hver part utnevne en rotarianer som voldgiftsdommer, og voldgiftsdommerne skal utnevne en rotarianer som oppmann.

Punkt 5 - *Avgjørelse av voldgiftsmenn eller oppmann.*

Avgjørelsen som voldgiftsdommerne, eller hvis de er uenig, oppmannen treffer, skal være endelig og bindende for alle parter og ikke være gjenstand for anke.

Artikkel 18 Vedtekter

Klubben skal vedta egne vedtekter som er i samsvar RIs lover og vedtekter, med bestemmelser for den administrative områdeenheden som er etablert av RI, og med denne lov, for å gi tilleggsbestemmelser for ledelsen av klubben. Vedtekten kan endres slik klubben bestemmer.

Artikkel 19 Endringer

Punkt 1 - Endringsmåte.

Med unntak av bestemmelsene i Punkt 2 i denne artikkelen, kan denne lov bare endres av et flertall av de som stemmer i Council on Legislation.

Punkt 2 - Endring av artikkel 2 og artikkel 4.

Artikkel 2, navn og artikkel 4, klubbens lokalitet, kan endres på et hvilket som helst regulært klubbmøte, hvis et beslutningsdyktig antall er til stede, med minst to tredjedeler av alle de tilstedeværende og voterende medlemmer. Underretning om den foreslåtte endringen skal gis hvert medlem og guvernøren minst 21 dager før møtet. Endringen skal sendes RIs styre og trer i kraft først når den er godkjent.

Guvernøren kan gi en uttalelse om den foreslåtte endringen til RIs styre.

--- 000 ---

Vedtekter for NN Rotaryklubb

NOTE:

Klubbvedtekter supplerer Standard Rotary Club Constitution (Lover for Rotaryklubber) med felles klubbpraksis. Vedtektene i dette dokumentet er anbefalinger, men når de er vedtatt på klubbens Årsmøte (eller ekstraordinært Årsmøte) er de bindende for medlemmene av klubben. Tilpass dem for å gjenspeile klubbens praksis, og bekreft at de ikke er i konflikt med lover for RI og vedtektene for RI, Lover for Rotaryklubben (unntatt der det er tillatt), og Rotary Code of Policies. paragrafer som klubben din er pålagt å inkludere er notert nedenfor.

§1 Hensikt

Hensikten med denne klubben er å:

- a) fremme målsettingen til Rotary
- b) gjennomføre vellykkede serviceprosjekter basert på de fem tjenesteområdene
- c) bidra til å fremme Rotary ved å styrke medlemsarbeidet
- d) støtte The Rotary Foundation
- e) utvikle ledere utover klubbnivå

§2 Målsetting

Rotarys mål er å oppmuntre og fremme tjenesteidealet som grunnlag for verdig virksomhet, og spesielt å oppmuntre og fremme:

For det første: Utviklingen av personlige bekjenskaper som en mulighet for service

For det andre: Høye etiske standarder i virksomhet og yrke, erkjenne verdien av all nyttig virksomhet, og det verdifulle i at hver rotarianers yrke er en mulighet til å tjene samfunnet

For det tredje: Anvendelsen av idealet om service i hver rotarianers personlige-, virksomhet - og samfunnsliv

For det fjerde: Fremme internasjonal forståelse, goodwill, og fred gjennom et verdensomspennende fellesskap av personer fra ulike yrker og virksomheter forent i tjenesteidealet

§3 Organisasjonsform

Klubben er en frittstående juridisk person med medlemmer, og er selveiende. At den er selveiende innebærer at ingen, verken medlemmer eller andre, har krav på foreningens formue eller eiendeler, eller er ansvarlig for gjeld eller andre forpliktelser. Klubben er medlem i Rotary International.

§4 Definisjoner

Styret:	Styret i klubben.
Styremedlem	Et medlem i klubbens styre.

Medlem:	Et medlem av klubben, unntatt et æresmedlem.
Beslutningsdyktighet:	Minimum antall deltakere som må være til stede for at et vedtak skal være gyldig: En tredjedel av klubbens medlemmer for klubb-beslutninger og et flertall av styrets medlemmer for klubbens styrebeslutninger. Ved stemmelikhet har presidenten dobbeltstemme.
RI:	Rotary International.
Rotaryår:	12-månedersperioden fra 1. juli til 30. juni.

NOTE: Klubben kan selv velge hvordan den definerer beslutningsdyktighet for stemmeformål.

§5 Styret

Det styrende organet i klubben er styret, som et minimum består av presidenten, forrige års president, innkommende president, sekretær og kasserer.

NOTE: Standard Rotary Club Constitution krever at klubbens vedtekter inkluderer §5. Tillitsvalgte nevnt ovenfor er pålagt å være medlemmer av klubbstyret. Klubbens styre kan ha flere medlemmer, som visepresident, president-nominert eller andre styremedlemmer. Hvis klubben har satellittklubber så ta gjerne også inn denne klubbens klubbstyremedlemmer i denne paragrafen.

§6 Valg av tillitsvalgte og deres funksjonstid

- 6.1 Senest en måned før valget, nomineres kandidater til innkommende president, sekretær, kasserer og eventuelle andre ledige styreposisjoner. Nominasjonene kan presenteres av en nominasjonskomité, av medlemmer i klubben, eller begge deler.
- 6.2 Kandidaten som får flertall av stemmene for hver posisjon, er valgt til denne posisjonen.
- 6.3 Hvis et styremedlem fratrer sin posisjon, kan de gjenværende medlemmene av styret utnevne en erstatte.
- 6.4 Funksjonstid for hver rolle i styret er:

6.4.1. President	Ett år
6.4.2. Forrige års president	Ett år
6.4.3. Innkommende president	Ett år
6.4.4. Kasserer	Valgfritt
6.4.5. Sekretær	Valgfritt
6.4.6. Styremedlem	Valgfritt
- 6.5 Styrets sekretær registrerer protokollen fra Årsmøtet vedr. styrevalg i Brønnøysundregistrene. Ved evt. senere endringer i styrets sammensetning skal Brønnøysundregistrene oppdateres.
- 6.6 Klubben skal være registrert i Frivillighetsregisteret.

NOTE: Standard Rotary Club Constitution krever at klubbens vedtekter spesifiserer en valgprosess. Hvis en nominasjonskomité brukes så ta med detaljer om hvordan den oppnevnes. Funksjonstid for en klubbpresident er spesifisert som ett år i Standard Rotary Club Constitution. Når en etterfølger ikke velges, kan den sittende presidentens periode forlenges i inntil ett år.

§7 Tillitsvalgtes plikter

- 7.1 Presidenten leder klubb- og styremøter.
- 7.2 Forrige års president fungerer som styremedlem i klubbstyret.
- 7.3 Innkommende president forbereder sitt år og fungerer som styremedlem.
- 7.4 Presidenten utpeker stedfortreder til å lede klubb- og styremøter i sitt fravær.

- 7.5 Et styremedlem deltar på styremøtene i tillegg til klubbmøter.
- 7.6 Sekretæren fører medlems- og oppmøtere register.
- 7.7 Kassereren fører tilsyn med alle midler og avlegger et årsregnskap.
- 7.8 Klubbmester eller liknende tilrettelegger for gjennomføring av klubbmøter.

NOTE: Se Rotary klubblederhåndbøker for detaljer om klubbens roller og ansvar

§8 Møter

- 8.1 Årsmøte er klubbens høyeste myndighet. Årsmøte i klubben avholdes senest 31. desember for å velge ledere og styremedlemmer som skal tiltre neste Rotaryår.
- 8.2 Klubben møtes som følger: (her beskrives ukedag, tid og sted). Rimelig varsel om eventuelle endringer eller kansellering av det vanlige møtet skal meddeles alle klubbmedlemmene.
- 8.3 Styremøter avholdes hver måned. Særskilte møter i styret kalles inn med rimelig varsel av presidenten eller etter anmodning fra minst to styremedlemmer.

NOTE: Se Rotary klubblederhåndbøker for detaljer om klubbens roller og ansvar: Standard Rotary Club Constitution krever at klubb vedtekter inkluderer §8, punkt 2.

§9 Avgifter

- 9.1 Årlige klubbavgifter er kr. (her anføres beløpet)
- 9.2 Årlige klubbavgifter inkluderer:
 - 9.2.1. RIs medlemsavgifter
 - 9.2.2. Abonnement på Rotary Norden
 - 9.2.3. Andre Rotary- eller distriktsavgifter pr. medlem
- 9.3 Klubbavgifter betales som følger: (her beskrives kontonummer og fordeling)

NOTE: Standard Rotary Club Constitution krever at klubblov inkluderer paragraf 9.

§10 Stemmegivning

Stemmegivning i klubben gjennomføres ved skriftlig avstemning, håndsopprekning eller akklamasjon. Dersom ett eller flere medlem krever det, skal det gjennomføres skriftlig avstemning.

NOTE: Inkluder satellittklubbs stemmeprosedyrer her.

§11 Komiteer

- 11.1 Klubbens komiteer omfatter de som er oppført i «Standard Rotary Club Constitution Paragraf 11, §7», samt følgende:
- 11.2 Presidenten har møterett i alle komiteer.
- 11.3 Hver komités leder er ansvarlig for komiteens regelmessige møter og aktiviteter, fører tilsyn og koordinerer sitt arbeid, og rapporterer til styret om alle komitéaktiviteter.

NOTE: Klubbkomiteer koordinerer sin innsats for å nå klubbens årlige og langsiktige mål.

§12 Økonomi

- 12.1 Før hvert regnskapsår starter, utarbeider styret et årlig budsjett med estimerte inntekter og utgifter.
- 12.2 Kassereren setter inn klubbmidler i klubbens bank, som er valgt av styret, delt inn i to konti:

- én for klubbdrift og én for prosjekter.
- 12.3 Regninger betales av kassereren eller en annen autorisert tillitsvalgt og godkjennes av to andre tillitsvalgte eller styremedlemmer.
 - 12.4 En kvalifisert person gjennomfører årlig en grundig gjennomgang av alle finansielle transaksjoner.
 - 12.5 Klubbens årsregnskap presenteres for klubbens medlemmer. En finansrapport midt i året, med nåværende og foregående års inntekter og utgifter, presenteres på Årsmøtet.
 - 12.6 Regnskapsåret er fra 1. juli til 30. juni.

§13 Rekruttering av medlemmer

- 13.1 Et medlem i denne klubben eller fra en annen klubb kan fremme en kandidat til medlemskap for styret og/eller medlemskomitéen, eller ved at en annen klubb foreslår overføring av nåværende- eller tidligere medlemmer.
- 13.2 Styret skal behandle kandidatens medlemskap innen 30 dager og varsler forslagsstiller om vedtaket.
- 13.3 Hvis styret godkjenner kandidatens medlemskap, inviteres det potensielle medlemmet til å bli med i klubben.

NOTE: En prosess for å ta opp innvendinger reist av nåværende medlemmer kan også inkluderes her.

§14 Endringer

Klubbens vedtekter kan endres på et vanlig klubbmøte. Endring av klubbvedtektene krever at det sendes skriftlig varsel til hvert medlem senest 21 dager før møtet, at møtet er beslutningsdyktig, og at to tredjedeler av stemmene støtter endringen. Endringer i disse vedtektene må være i samsvar med Standard Rotary Club Constitution, RI Constitution og Bylaws, og Rotary Code of Policies.

§15 Oppløsning av klubben

- 15.1 Oppløsning av klubben kan bare behandles på Årsmøtet eller i et ekstraordinært årsmøte.
- 15.2 Oppløsning krever minst 2/3 flertall.
- 15.3 Blir oppløsning vedtatt med minst 2/3 flertall, innkalles til et ekstraordinært Årsmøte 3 måneder senere. For at oppløsning skal skje må vedtaket her gjentas med 2/3 flertall.
- 15.4 Det skal velges et avviklingsstyre som skal forestå avviklingen. Det ordinære styret kan velges til avviklingsstyre, og får stilling som avviklingsstyre om intet valg foretas.
- 15.5 Sammenslåing med andre Rotaryklubber eller deling av klubben anses ikke som oppløsning. Vedtak om sammenslåing/deling og nødvendige vedtektsendringer i denne forbindelse treffes i samsvar med bestemmelsene om vedtektsendring i § 14. Styret skal i den forbindelse utarbeide en plan for sammenslåingen/delingen som Årsmøtet skal stemme over. Ved sammenslåing eller deling skal det innhentes samtykke fra foreningens kreditorer.
- 15.6 Foreningens formue skal etter oppløsning og gjeldsavleggelse tilfalle det formål foreningen arbeider for å fremme, ved at nettoformuen blir gitt til Rotary Foundation eller annen Rotary aktivitet slik Årsmøtet bestemmer.
- 15.7 Ingen medlemmer har krav på foreningens midler eller andel av disse.
- 15.8 Bestemmelsene i RI bylaws pkt 3.010 og overholdelse av disse er en forutsetning for klubbens oppløsning.



PRELIMINARY FIVE-YEAR FINANCIAL FORECAST

2022 COUNCIL ON LEGISLATION
OF ROTARY INTERNATIONAL

10-14 April 2022 | Chicago, Illinois, USA



PRELIMINARY FIVE-YEAR FINANCIAL FORECAST*

TABLE OF CONTENTS

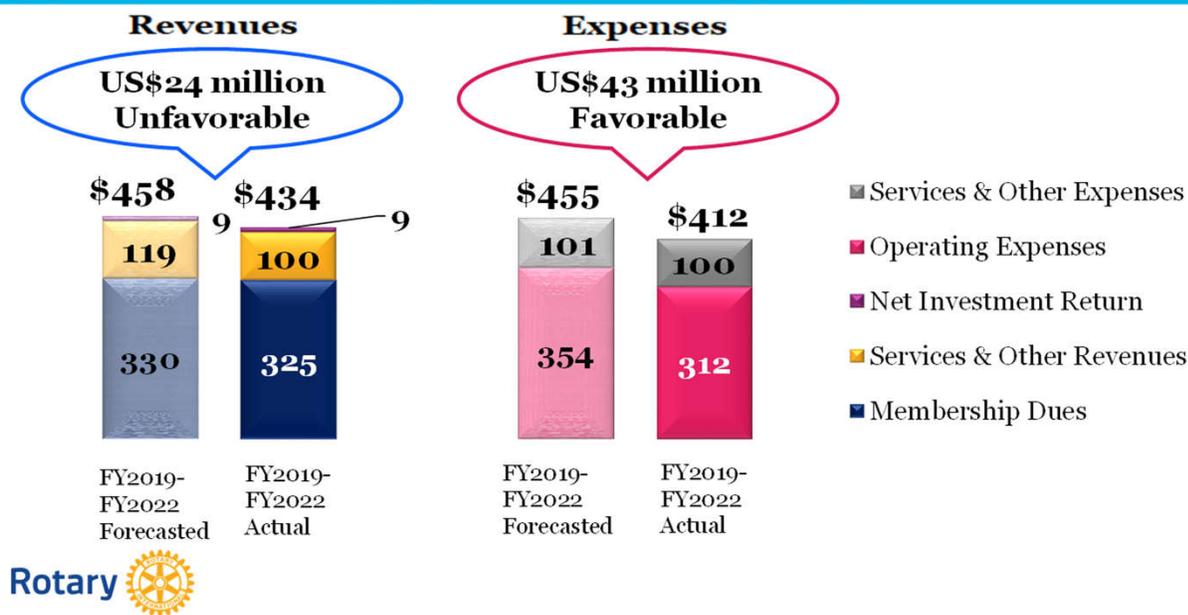
FINANCIAL UPDATE FROM 2019	1
2023-2027 FINANCIAL FORECAST	3

**This document contains a revenue & expense update from the 2019 Council on Legislation (COL) including major assumptions. It also includes the Rotary International 2023–2027 preliminary five-year financial forecast summary.*

All values are reflected in US Dollars

Rotary's Fiscal Year (FY) is 1 July to 30 June

CUMULATIVE FOUR YEAR RESULTS



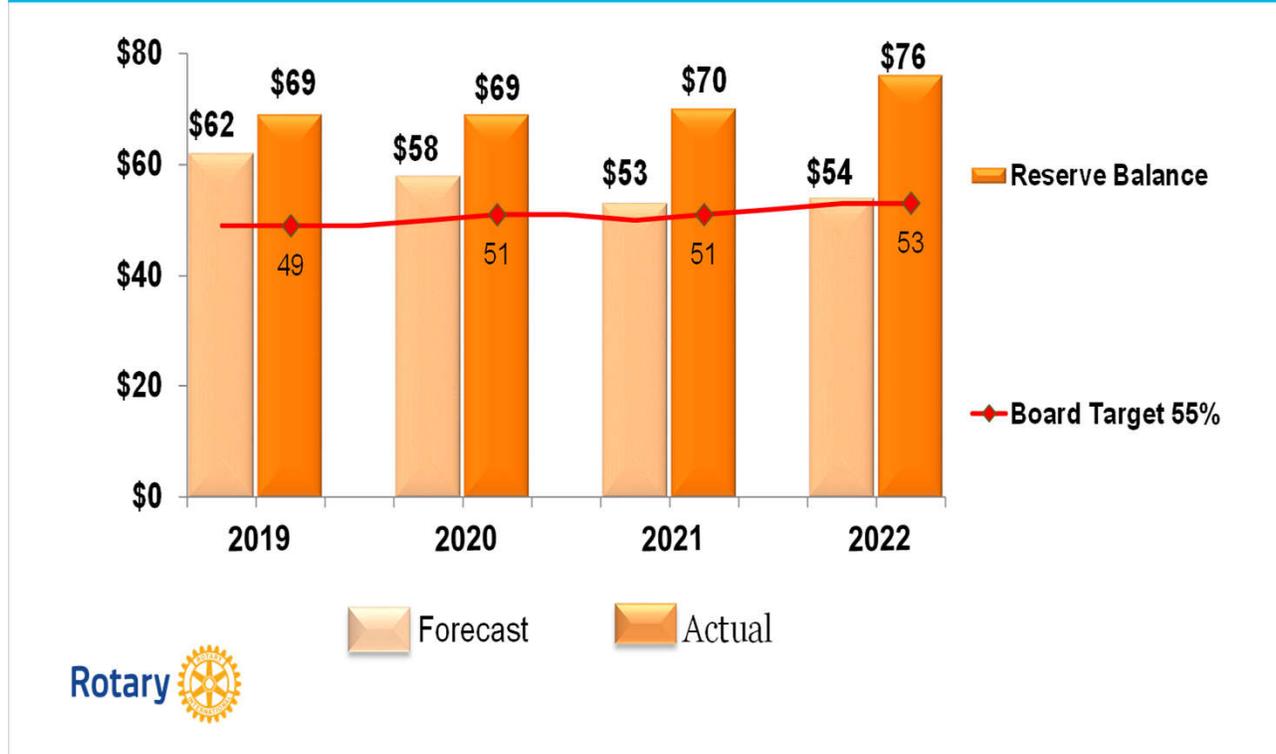
REVENUES: COMPARED TO COL 2019's FORECAST

- In this chart the shaded bar on the left shows the cumulative forecasted revenues by category for FY2019 through FY2022 as presented at the 2019 COL. The darker bar on the right shows the actual cumulative revenues by category for FY2019 through FY2022 (FY2022 is forecasted).
- Rotary has 3 main sources of revenue – membership dues, investment return and services & other. The cumulative unfavorable variance in revenues is US\$24 million.
- Revenues for membership dues are approximately 75% of total revenues, and were unfavorable by US\$5 million due to lower membership than forecast. Services & Other Revenues were unfavorable by US\$19 million, primarily due to lower revenue for the FY20 and FY21 International Conventions. The COVID pandemic was a contributing factor to lower revenues.

EXPENSES: COMPARED TO COL 2019's FORECAST

- In this chart the shaded bar on the left shows the cumulative forecasted expenses by category for FY2019 through FY2022 as presented at the 2019 COL. The darker bar on the right shows the actual cumulative expenses by category for FY2019 through FY2022 (FY2022 is forecasted).
- The US\$43 million cumulative favorability is primarily driven by temporary savings in travel and event expenses resulting from unprecedented restrictions associated with the pandemic. As Rotary returns to in-person activities, the expenses will return to business as usual levels.
- The Board and Secretariat continue to research and implement process improvements and cost reduction efforts, while ensuring there is sufficient funding for significant investments in our infrastructure, further Rotarian services and comply with global regulatory requirements.

RESERVES: FORECAST VERSUS ACTUAL RESULTS



- In this chart the lighter bars indicate the forecasted reserves presented at the 2019 COL and the dark orange bars show our actual reserves (FY2022 is estimated).
- The Board target, shown in the red line, is 55% of our annual operating expenses less the International Convention, Council on Legislation, strategic initiatives, and club insurance expenses.
- Favorability in expenses and revenues over this time frame increase the reserves. Reserves for FY2020 through FY2022 would have been lower if not for the savings associated with the pandemic restrictions. The net favorability of revenues and expenses is partially offset by capital expenditures that are targeted to meet future strategic investments to support our strategic plan.

PRELIMINARY FIVE-YEAR FINANCIAL FORECAST ASSUMPTIONS – COMPARISON

123

COL 2019	COL 2022
----------	----------



MEMBERSHIP

FY2020 to FY2024 1.206 M	FY2023 to FY2027 1.168 M
------------------------------------	------------------------------------

PER CAPITA DUES

US\$64 for FY2019
(COL approved US\$68 for
FY2020; thereafter
determined by COL)

US\$70 for FY2022
(COL approved US\$71 for
FY2023; thereafter
determined by COL)



ANNUAL INVESTMENT RETURN

FY2020-24 3.75%	FY2023 – 2.5% FY2024-26 – 3.0% FY2027 – 3.5%
---------------------------	--

INFLATION RATE (ANNUALLY)

3.00%

3.00%



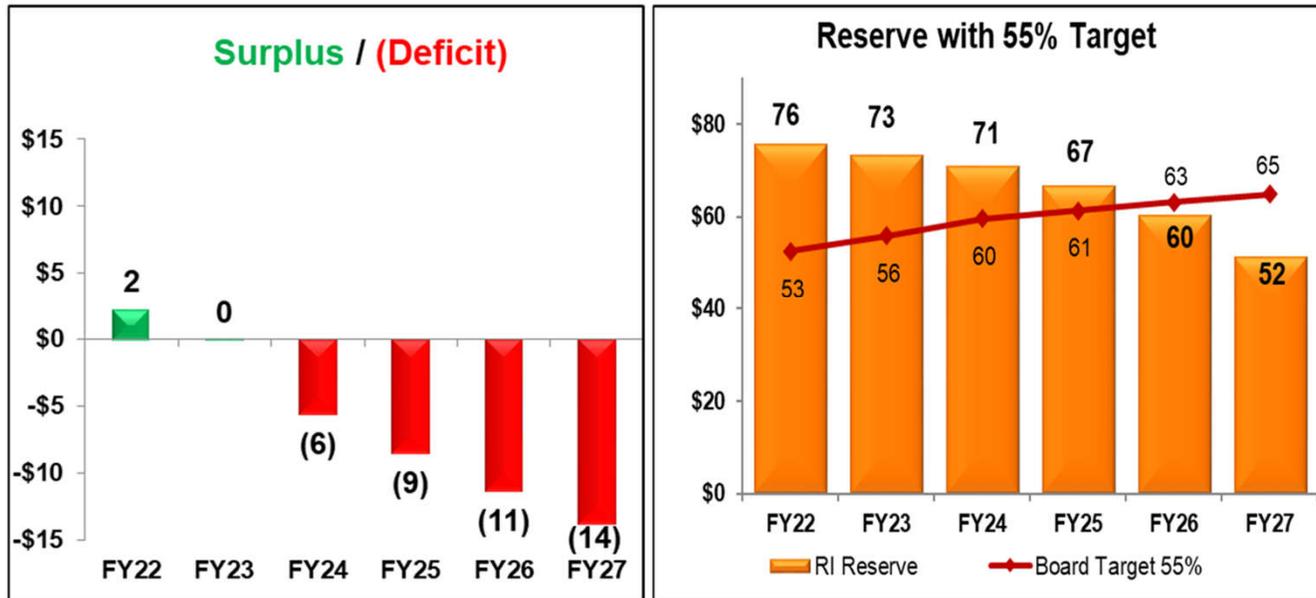
CAPITAL SPEND

FY2020 to FY2024 US\$59 M	FY2023 to FY2027 US\$49 M
-------------------------------------	-------------------------------------

DEPRECIATION

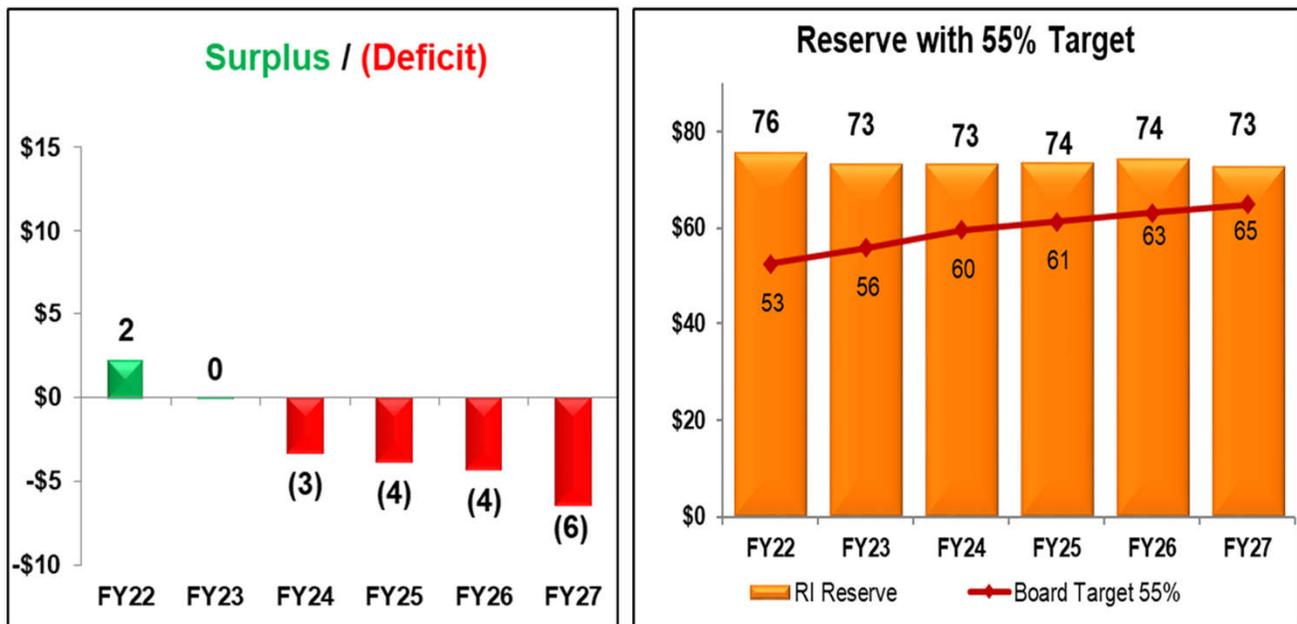
FY2020 to FY2024 US\$52 M	FY2023 to FY2027 US\$60 M
-------------------------------------	-------------------------------------

FORECAST WITH US\$0 ANNUAL DUES INCREASE 2024-2026



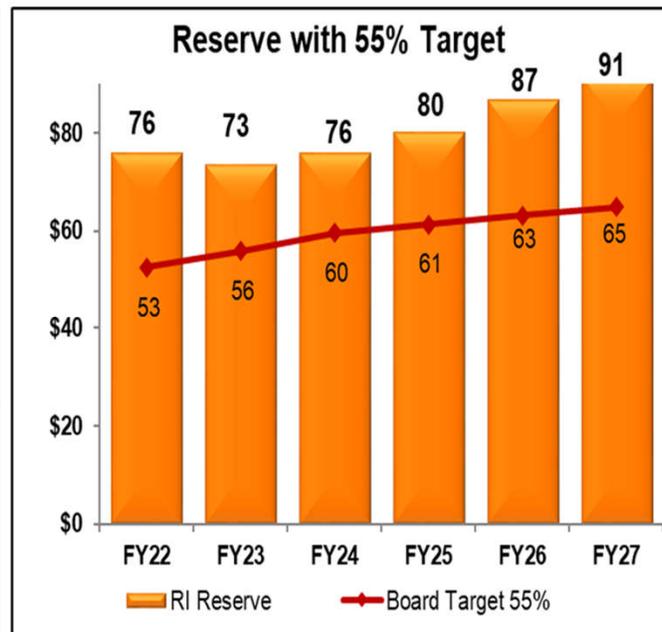
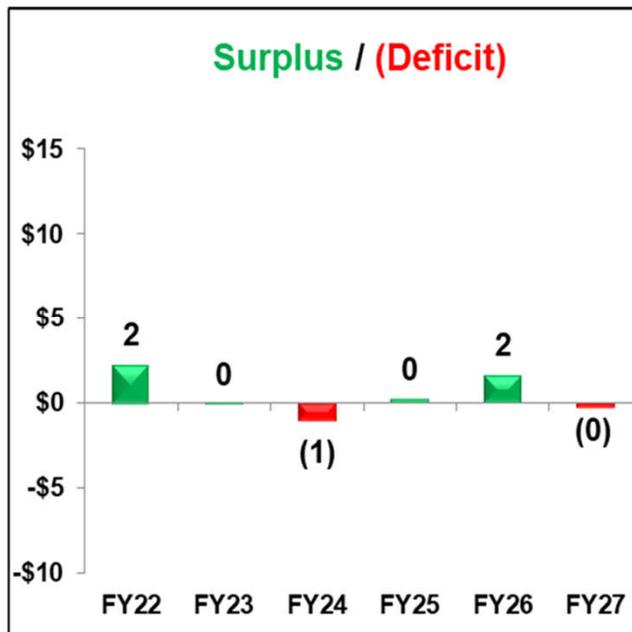
- The chart on the left hand side shows whether Rotary's future revenues are sufficient to meet forecast expenses; red indicates revenues are lower than expenses.
- The chart above shows the future deficit situation with a US\$0 dues increase.
- US\$0 dues increase results in significant deficits in FY2024 through FY2027.
- Without a dues increase, Rotary would not be able to balance the budget starting in FY2024 and this will impact operations and services provided by RI.
- The chart on the right hand side shows the impact on Rotary's forecast reserve, based on forecasted net surplus/deficit levels after adjusting for cash flow impacts.
- With a US\$0 dues increase, the reserve levels will fall below the Board target in FY2026 (red line), weakening the financial position of Rotary and creating more challenges in navigating through unexpected business and economic events.

FORECAST WITH US\$2 ANNUAL DUES INCREASE 2024-2026



- The chart on the left hand side shows the forecasted surplus/deficit with a US\$2.00 dues increase in FY2024, FY2025, and FY2026.
- The US\$2.00 dues increase results in deficits in FY2024, FY2025, FY2026, and FY2027. Forecast deficits will impact operations and services provided by RI.
- At COL 2025 Rotary will establish the dues for FY2027.
- The chart on the right hand side shows the impact on Rotary's forecast reserve based on the forecasted net surplus/(deficit) levels after adjusting for cash flow impacts.
- In the orange you can see the impact of the dues increase on the reserve.
- Reserves would remain above the Board target (red line) in all forecast years, however the reserve target is increasing as reserve levels are decreasing, therefore future years' reserve levels will fall below the reserve target, weakening the financial position of Rotary and creating more challenges in navigating through unexpected business and economic events.

FORECAST WITH US\$4.00-\$3.50-\$3.50 DUES INCREASE 2024-2026



- The chart on the left hand side shows the forecasted surplus/deficit with a US\$4.00 dues increase in FY2024, \$3.50 dues increase in FY2025, and \$3.50 dues increase in FY2026.
- The dues increase results in a small deficit in FY2024 and FY2027, and small surpluses in FY2025 and FY2026. The FY2024 forecast deficit will impact operations and services provided by RI.
- At COL 2025 Rotary will establish the dues for FY2027.
- The chart on the right hand side shows the impact on Rotary's forecast reserve based on the forecasted net surplus/(deficit) levels after adjusting for cash flow impacts.
- Reserves, in orange, would remain above the Board target (red line) in all forecast years.
- The FY2027 reserves are forecasted to increase. However in future years, with decreasing depreciation, the reserve levels will flatten while the reserve targets will increase, thus narrowing the gap between the reserve target and the reserve amounts. Forecasting for an additional five years results in the reserves falling below the Board target.