

# 2019 Council on Legislation, Chicago, Illinois 14. -18. april 2019

Rapport fra PDG Stig Asmussen, Council Representative Distrikt 2310 (Del 2)



## 1. INNLEDNING

Dette er del 2 av rapporten fra COL. Denne inneholder vedtatte lovendringer samt oppdaterte lover og vedtekter i engelsk versjon.

## 2. VEDTATTE LOVENDRINGER

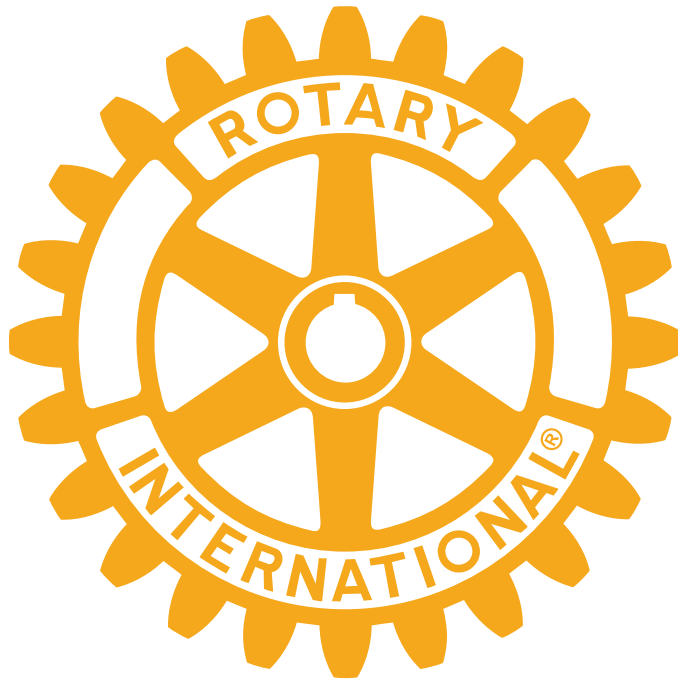
Se vedlegg 1: "Report of Action" med innledning av generalsekretær John Hewco . 117 forslag ble oversendt rådet: COL vedtok 47. COL stemte ned 55 forslag og 15 forslag ble trukket fra behandling. 7 ble vedtatt med endringer, som er notert i rapporten med en stjerne (\*).

Lovgivningen presenteres i formatet som brukes av rådet. Den illustrerer endringer i gjeldende konstitusjonelle dokumenter i RI ved å understreke nye tekst og markere slettet tekst.

## 3. OPPDATERTE LOVER OG VEDTEKTER (ENG: VERSJON)

Vedlagt oppdaterte Lover for Rotary International (RI Constitution) (Vedlegg 2), Vedtekter for Rotary International (RI Bylaws) (Vedlegg 3) og Lover for Rotaryklubbene (Standard Rotary Club Constitution) (Vedlegg 4) og anbefalte vedtekter for Rotaryklubbene (Vedlegg 5).

- VEDLEGG: 1. Report of Action
- VEDLEGG: 2. Constitution of Rotary International
- VEDLEGG: 3. Bylaws of Rotary International
- VEDLEGG: 4. Standard Rotary Club Constitution
- VEDLEGG: 5. Recommended Rotary Club Bylaws



2019 COUNCIL ON LEGISLATION  
OF ROTARY INTERNATIONAL

# REPORT OF ACTION

14-18 April 2019 | Chicago, Illinois, USA

May 2019

Dear Rotarians:

The Council on Legislation of Rotary International met 14-18 April 2019 in Chicago, Illinois, USA. In accordance with section 9.150.2. of the RI Bylaws, I am issuing this report on the actions taken by the Council, including the 47 pieces of adopted legislation.

117 pieces of proposed legislation were transmitted to the Council: 116 enactments (proposals to amend the constitutional documents of RI) and one position statement (proposals which seek to state a position of Rotary International). The Council adopted 46 enactments and one position statement. The Council rejected 55 proposals and 15 proposals were withdrawn from consideration. Of the 46 adopted enactments, 7 were adopted with amendments, which are noted in the report with an asterisk (\*).

The legislation contained in this report is presented in the format used by the Council. It illustrates changes to the current constitutional documents of RI by underlining new text and striking through deleted text.

As you study these items of legislation, please bear in mind that each piece of legislation must stand alone as it was adopted. Where two or more pieces of legislation seek to change the same section of a document, all overlapping and correlative changes will be made by the Council Operations Committee during the revision of the constitutional documents. Legislation will take effect on 1 July, unless otherwise noted in the item of legislation.

At the end of this report is an Opposition to Legislation Report Form. In accordance with section 9.150.3. of the RI Bylaws, any club may use this form to record its opposition to an adopted enactment or position statement. Completed forms must reach Council Services by 1 August 2019. Please note that a club should complete and return the form at the end of this report only if it wishes to oppose some action by the Council. If a club does not wish to oppose an action of the 2019 Council on Legislation, no action is required.

While it is rare, if the required number of votes in opposition are filed regarding any item of legislation adopted by the Council, the item will be considered suspended. A ballot of all Rotary clubs will then be conducted according to the provisions of sections 9.150.5. to 9.150.7. of the RI Bylaws. Based on the results of the ballot, the suspended item will either be nullified or reinstated.

Should you have any questions about the Council or the adopted legislation, please contact Council Services at [council\\_services@rotary.org](mailto:council_services@rotary.org).

Sincerely,



John Hewko  
General Secretary

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**ADOPTED ENACTMENT 19-18**

To amend the provisions on membership

To amend the **BYLAWS** of Rotary International as follows (page 21 MOP)

**Article 4 Membership in Clubs**

**4.070. Limitations on Membership.**

Notwithstanding the provisions of section 2.030., no club, regardless of the date of its admission to membership in RI, may by provisions in its constitution or otherwise, limit membership in the club on the basis of gender, race, color, creed, national origin, or sexual orientation or impose any condition of membership not specifically prescribed by the RI constitution or bylaws. Any provision in any club constitution or any condition otherwise imposed in conflict with this section of the bylaws is null, void, and without effect. Each club shall endeavor to build a well-balanced membership that celebrates diversity.

(End of Text)

**ADOPTED ENACTMENT 19-22**

To amend the term of the club president

To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows (page 93 MOP)

**Article 13 Directors and Officers and Committees**

**Section 5 — Election of Officers.**

- (b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year ~~or until a successor has been duly elected and qualified.~~ In cases where a successor has not been duly elected, the term of the current president shall be extended for one year only.

(End of Text)

**ADOPTED ENACTMENT 19-24\***

To require the presentation of a budget and an annual report at the club's annual meeting

To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows  
(page 89 MOP)

**Article 8 Meetings**

**Section 2** — *Annual Meeting.*

- (a) An annual meeting for the election of officers and presentation of a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held not later than 31 December as provided in the bylaws.

(End of Text)

**ADOPTED ENACTMENT 19-26**

To lengthen the notice period for changing a club's name or locality

To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows  
(page 99 MOP)

**Article 22 Amendments**

**Section 2** — *Amending Article 2 and Article 4.* Article 2 (Name) and Article 4 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ~~ten (10)~~ twenty-one (21) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

(End of Text)

**ADOPTED ENACTMENT 19-28**

To revise the provisions regarding locality of a club

*To amend the **BYLAWS** of Rotary International as follows (page 17 MOP)*

**Article 2 Membership in Rotary International**

**2.020. Locality of a Club.**

~~A club may be organized in a locality which contains the minimum number of classifications for organizing a new club.~~ A club may be organized in ~~the same a~~ locality as with one or more existing other clubs. The locality of a club that conducts interactive its activities primarily online shall be worldwide or as ~~otherwise determined by the club board~~ determines.

(End of Text)

**ADOPTED ENACTMENT 19-29**

To amend the satellite club reporting procedure

*To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows (page 94 MOP)*

**Article 13 Directors and Officers and Committees**

**Section 6** — *Governance of a Satellite Club of This Club (When Applicable).* A satellite club shall be located in the same locality as this club or in the surrounding area.

- (c) *Satellite Club Reporting Procedure.* A satellite club shall, annually, submit to the president and board of this club a report on its membership, its activities and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

(End of Text)

**ADOPTED ENACTMENT 19-30**

To move the provisions allowing for flexibility in meetings and attendance

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

in article 7 (page 88 MOP)

**Article 7 Exceptions to Provisions on Meetings and Attendance**

The bylaws may include rules or requirements not in accordance with article 8, section 1; article 12; and article 15, section 4, of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution; a club, however, must meet at least twice per month.

and in article 8 (pages 88-89 MOP)

**Article 8 Article 7 Meetings**

**Section 1** — Regular Meetings. ~~[See article 7 for exceptions to the provisions of this section.]~~

- (e) Exceptions. The bylaws may include rules or requirements not in accordance with Article 7. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution; a club, however, must meet at least twice per month.

and in article 12 (pages 91-93 MOP)

**Article 12 Article 11 Attendance [See article 7 for exceptions to the provisions of this article.]**

**Section 6** — Exceptions. The bylaws may include rules or requirements not in accordance with Article 11. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution.

and in article 15 (pages 94-95 MOP)

**Article 15 Article 14 Duration of Membership**

**Section 4** — Termination – Non-attendance. ~~[See article 7 for exceptions to the provisions of this section.]~~

- (c) Exceptions. The bylaws may include rules or requirements not in accordance with Article 14, section 4. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution.

(Subsequent articles will be renumbered as appropriate)

(End of Text)

## ADOPTED ENACTMENT 19-35

To amend the provisions for making up an absence

To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows  
(pages 91-92 MOP)

### **Article 12 Attendance [See article 7 for exceptions to the provisions of this article.]**

**Section 1 — General Provisions.** Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the bylaws, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

- (a) ~~14 Days Before or After the Meeting. During the Same Year.~~ If, within fourteen (14) days before or after the regular time for that meeting the same year, the member
- (1) attends at least 60 percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
  - (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
  - (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
  - (4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
  - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
  - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
  - (7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

~~When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.~~

(End of Text)

## ADOPTED ENACTMENT 19-37

To amend the provisions regarding membership in clubs

To amend the **BYLAWS** of Rotary International as follows (page 21 MOP)

### Article 4 Membership in Clubs

#### ~~4.060. Holders of Public Office.~~

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

#### ~~4.080. RI Employment.~~

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

And to amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows (page 90 MOP)

### Article 10 Membership

~~**Section 7** — *Holders of Public Office.* Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.~~

~~**Section 8** — *Rotary International Employment.* This club may retain in its membership any member employed by RI.~~

(End of Text)

## ADOPTED ENACTMENT 19-39

To amend the composition of clubs and to remove classification limitations

To amend the **CONSTITUTION** of Rotary International as follows (page 12 MOP)

### 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.
- (b) Each club shall have a well-balanced membership in which no one business, profession, occupation, or type of community service, or other classification predominates. ~~The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.~~

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

in article 2 (page 17 MOP)

### Article 2 Membership in Rotary International

#### 2.020. Locality of a Club.

A club may be organized in a locality ~~which contains the minimum number of classifications~~ that meets the requirements found in article 5, section 2 of the RI constitution for organizing a new club. A club may be organized in the same locality as one or more existing clubs. The locality of a club that conducts

interactive activities shall be worldwide or as otherwise determined by the club board.

*and in article 4 (pages 20-21 MOP)*

#### **Article 4 Membership in Clubs**

##### **4.030. *Transferring or Former Rotarian.***

A member may propose to active membership a transferring member or former member of a club. The transferring or former member of a club being proposed to active membership may also be proposed by the former club. ~~The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits.~~ Potential members of a club who have debts to another club are ineligible for membership. Any club wishing to admit a former member shall demand that the potential member provide written proof from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. A club shall provide a statement whether debts are owed when requested by another club with respect to its current or former member being considered for membership in the other club. If such a statement is not provided within 30 days of being requested, it shall be assumed that the member does not owe any money to the club.

##### **4.060. *HOLDERS OF PUBLIC OFFICE.***

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

*and in article 16 (page 70 MOP)*

#### **Article 16 Districts**

##### **16.070. *Qualifications of a Governor-nominee.***

Unless specifically excused by the board, no person shall be selected as nominee for governor unless the Rotarian has the following qualifications at the time of selection.

##### **16.070.2. *Rotarian Maintaining Full Qualifications of Membership.***

The Rotarian must have full qualifications for such membership in the strict application of the provisions therefor, ~~and the integrity of the Rotarian's classification must be without question.~~



And to amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows  
in article 10 (page 90 MOP)

**Article 10 Membership [See article 9 for exceptions to sections 2 and 4 - 8 of this article.]**

**Section 7 — Holders of Public Office.** Persons elected or appointed to public office for a specified time shall ~~not be eligible to active membership in this club under the classification of such office~~ may retain their existing classifications during the time they hold office. ~~This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.~~

and in article 11 (pages 90-91 MOP)

**Article 11 Classifications Club Membership Composition**

**Section 1 — General Provisions.**

- (a) ~~Principal Activity.~~ Each member shall be classified in accordance with the member's business, profession, occupation, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.
- (b) ~~Correction or Adjustment.~~ ~~If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.~~

**Section 2 — Limitations** ~~This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.~~

**Section 2** — Club Membership Composition as a Tool to Promote Diverse Club Membership. This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender and ethnic diversity.

and in article 15 (pages 94-96 MOP)

## **Article 15 Duration of Membership**

**Section 2** — *Automatic Termination.*

- (b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification business, profession, occupation, community service, or other classification.

**Section 3** — *Termination – Non-payment of Dues.*

- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. ~~However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 11, section 2.~~

**Section 5** — *Termination – Other Causes.*

- ~~(e) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.~~

(End of Text)

## ADOPTED ENACTMENT 19-40\*

To amend the process for filling a vacancy in the office of president-elect

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

in article 6 (pages 26-27 MOP)

### Article 6 Officers

#### **6.080.** *Vacancy in the Office of President-elect.*

##### ~~6.080.1. *Vacancy Prior to Next Convention.*~~

~~Where the position of president-elect becomes vacant prior to the adjournment of the next convention, the nominating committee for president shall select a new nominee for president for the year during which such president-elect would have served as president. Such selection shall be made as soon as practicable at its regularly scheduled meeting or in an emergency meeting of the committee. If such meeting is not practicable, the selection may be made in a ballot by mail or by other rapid means of communication.~~

##### ~~6.080.2. *Filling Vacancy by Nominating Committee Procedure.*~~

~~A nominee for president selected pursuant to sections 12.050. and 12.060. may be named by the committee to be the new nominee for president. In such cases, the committee shall select a new nominee for the position of president-elect.~~

##### ~~6.080.3. *Presidential Duties in Filling Vacancies.*~~

~~The president shall determine the procedure for nominations to fill a vacancy in the position of president-elect. The procedures shall include transmitting the report of the committee to clubs and for nominations by clubs. Such provisions shall be in harmony with sections 12.060., 12.070., and 12.080. to the extent that time permits. In the event the proximity of the date of the vacancy to the convention does not permit a suitable period of time for the report of the committee to be mailed to all clubs and for nomination by clubs of challenging candidates in advance of the convention, the general secretary shall give such notice of the report of the committee as is reasonably possible and nominations by club delegates of challenging candidates on the floor of the convention shall be permitted.~~

##### 6.080.1. *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.

~~6.080.4.~~ 6.080.2. *Vacancy Immediately Preceding Assumption of Office.*  
Where the position of president-elect becomes vacant following the adjournment of the convention immediately preceding assumption of the office of president, such vacancy shall be considered as occurring on 1 July and be filled in accordance with section 6.070.

~~6.080.5.~~ 6.080.3. *Contingencies Pertaining to Vacancies.*  
The president shall determine the procedure to be followed where a contingency arises for which there is no provision in this section.

*and in article 12 (page 52 MOP)*

## **Article 12 Nominations and Elections for President**

**12.090.** *Nominations Presented to Convention.*

~~12.090.2.~~ *Vacancy in the Office of President-elect.*  
Where there is a vacancy in the position of president-elect, the general secretary shall also present to the convention for election the name of the nominee to fill such vacancy. Such nominations may include the person nominated by the committee and the name of any such challenging candidate duly nominated by a club. Where circumstances require it as provided in section 12.080., nominations of challenging candidates also may be made by club delegates on the floor of the convention.

(End of Text)

## **ADOPTED ENACTMENT 19-41**

To amend the rules for selecting the president-nominee

*To amend the **BYLAWS** of Rotary International as follows (page 50 MOP)*

## **Article 12 Nominations and Elections for President**

**12.050.** *Nomination by the Committee.*

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

(End of Text)

### ADOPTED ENACTMENT 19-43

To increase by 15 days when the nominating committee for director may meet

*To amend the **BYLAWS** of Rotary International as follows (page 56-57 MOP)*

#### **Article 13 Nominations and Elections for Directors**

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

13.020.13. *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 in which a director and alternate are to be nominated. The board shall likewise designate the place of its meeting. Such meeting must be held between 15 September and ~~30 of the following September~~ 15 October, unless otherwise authorized by the board. The committee shall elect a chair from its members at the time of its meeting.

13.020.18. *Report of Selection of Committee.*

The committee's nomination for the office of director and alternate from the zone shall be filed with the general secretary within ten days following the adjournment of its meeting. The general secretary shall inform all clubs in the zone or section of the selection of the nominating committee by ~~15~~ 30 October.

(End of Text)

### ADOPTED ENACTMENT 19-45

To amend the process for selecting the member and alternate member of the nominating committee for director

*To amend the **BYLAWS** of Rotary International as follows (page 55 MOP)*

#### **Article 13 Nominations and Elections for Directors**

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

13.020.4. *Election.*

Except as provided in subsections 13.020.9., ~~and 13.020.10., 13.020.11., and 13.020.12.,~~ the member and the alternate member of the nominating committee shall be elected at the annual conference of the district in the year preceding the scheduled nomination.

13.020.9. 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. The nominating committee procedure, including any challenges and a resulting election, shall be conducted and completed in the year preceding the scheduled nomination. The nominating committee procedure shall be based on the nominating committee procedure for district governors set forth in section 14.020.2. to the extent it is not in conflict with this section. A candidate for member shall not be eligible to serve on the committee.

13.020.10. Failure to Adopt a Method for Selecting Members of a Nominating Committee.

Any district that chooses to select the member and the alternate member of the nominating committee by a nominating committee procedure but fails to adopt a method for selecting members of the nominating committee shall utilize as its nominating committee 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 be eligible to serve on the committee.

(Subsequent subsections will be renumbered as appropriate)

(End of Text)

**ADOPTED ENACTMENT 19-49**

To amend the provisions regarding voting for governors-nominee

To amend the **BYLAWS** of Rotary International as follows (page 63 MOP)

**Article 14 Nominations and Elections for Governors**

**14.040. Ballot-by-Mail Specifications.**

**14.040.1. Club Voting.**

Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the ~~date of the most recent~~ club invoice ~~preceding the date on which the vote is to be held~~ dated 1 July. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. If a club is entitled to cast 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 in a sealed envelope provided therefor.

(End of Text)

**ADOPTED ENACTMENT 19-52\***

To revise the challenge period for the nomination and election of governors

*To amend the **BYLAWS** of Rotary International as follows (page 62 MOP)*

**Article 14 Nominations and Elections for Governors**

**14.020. Nominating Procedure for Governor.**

14.020.11. *Challenging Nominations.*

The governor shall notify, within seven days following the deadline, all clubs in the district where a valid challenging nomination has been received by the deadline. Such notice shall include the name and qualifications of each such challenging candidate, the names of the challenging and concurring clubs and state that such candidates will be balloted upon in a ballot-by-mail or alternatively at the district conference if the challenge remains effective ~~up to the date set by the governor~~ for 30 days.

(End of Text)

**ADOPTED ENACTMENT 19-53**

To require that, if a governor becomes unable to serve, and there is no vice-governor, only a past governor shall be eligible to serve

*To amend the **BYLAWS** of Rotary International as follows (page 27 MOP)*

**Article 6 Officers**

**6.120. Vacancy in the Office of Governor.**

6.120.2. *Authority of Board and President.*

If there is no vice-governor, the board is authorized to elect a ~~qualified Rotarian past governor, preferably from the same district,~~ to fill a vacancy in the office of governor for the unexpired term. The president may appoint a ~~qualified Rotarian past governor, preferably from the same district,~~ as acting governor until such vacancy is filled by the board.

6.120.3. *Temporary Inability to Perform Duties of Governor.*

If there is no vice-governor, the president may appoint a ~~qualified Rotarian past governor, preferably from the same district,~~ as acting governor during a period of temporary inability of a governor to perform the duties of governor.

(End of Text)

## ADOPTED ENACTMENT 19-54

To amend the provisions for club voting at the district level

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

in article 13 (page 55 MOP)

### **Article 13 Nominations and Elections for Directors**

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

13.020.4. *Election.*

Except as provided in subsections 13.020.9. and 13.020.10., the member and the alternate member of the nominating committee shall be elected at the annual conference of the district in the year preceding the scheduled nomination.

For a club to participate in district voting for the selection of a member and alternate member of the nominating committee for director, the club shall have paid the approved district fund 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.

and in article 14 (page 60 MOP)

### **Article 14 Nominations and Elections for Governors**

**14.020.** *Nominating Procedure for Governor.*

14.020.1. *Method of Selection of Governor-Nominee.*

Except for those districts in RIBI, a district shall select its governor-nominee either by a nominating committee procedure as hereinafter provided or by a ballot-by-mail as provided in sections 14.030. and 14.040. or, alternatively, at the district conference as provided in subsection 14.020.13., the choice of which shall be decided by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting. For a club to participate in district voting for the election of governors-nominee, the club shall have paid the approved district fund 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.

and in article 16 (page 68 MOP)

### **Article 16 Districts**

**16.050.** *Conference and District Legislation Meeting Voting.*



16.050.1. *Electors.*

Each club in a district shall select, certify, and send to its annual district conference and district legislation meeting (if one is held) at least one elector. Any club with a membership of more than 25 shall be entitled to one additional elector for each additional 25, or major fraction thereof, of its members. 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. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to any electors. Each elector shall be a member of the club. An elector must be present at the district conference or a district legislation meeting to vote. For a club to participate in any voting by electors at the district conference, the club shall have paid the approved district fund 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.

(End of Text)

**ADOPTED ENACTMENT 19-55**

To amend the process for nominations and elections by clubs in RIBI

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

*in article 12 (page 47 MOP)*

**Article 12 Nominations and Elections for President**

**12.020.** *Nominating Committee for President.*

12.020.2. *Member from RIBI.*

The member from a zone wholly within RIBI shall be elected by ~~the clubs of that zone~~ all the clubs in RIBI by a ballot-by-mail in such form and at such time as the general council of RIBI shall determine. The name of such member shall be certified to the general secretary by the secretary of RIBI.

*and in article 13 (page 54 MOP)*

**Article 13 Nominations and Elections for Directors**

**13.010.** *Nominations for Directors by Zones.*

Nominations for directors shall be by zones, as hereinafter provided:

13.010.7. *Director from Zone in RIBI.*

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

(End of Text)

**ADOPTED ENACTMENT 19-57**

To extend the deadline to submit the annual district statement

*To amend the **BYLAWS** of Rotary International as follows (pages 69-70 MOP)*

**Article 16 Districts**

**16.060. District Finances.**

16.060.4. *Annual Statement and Report of District Finances.*

The Within one year of serving as governor, the immediate past governor must provide an independently reviewed annual statement and report of the district finances that has been independently reviewed to each club in the district within three months of the completion of the governor's year in office. 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 ending his or her governor term, the immediate past governor may ask the governor to conduct a ballot-by-mail for adoption of the statement and report. The statement and report shall be sent no less than 30 days prior to the ballot-by-mail. The governor shall start this process within 30 days of receiving the request from the immediate past governor.

~~It may~~ The statement and report shall be reviewed either by a qualified accountant or by a district audit committee ~~as may be decided by the district conference.~~ If ~~an~~ the audit committee ~~approach~~ is selected, then ~~it~~ the committee must:

- (a) be composed of at least three members;
- (b) ~~have all the members be active Rotarians~~ have its members selected in accordance with established district procedures;
- (c) ~~have~~ contain at least one member who is a past governor or ~~a person with audit experience~~ an independent person with financial literacy; and
- (d) ~~not allow~~ contain the following ~~to serve on the audit committee~~ individuals for the year in which they serve in these positions: governor, treasurer, signatories of district bank accounts, and members of the finance committee; ~~and~~

~~(e) have the members selected by the district in accordance with the procedures established by the district.~~

~~This annual~~ The statement and report shall include but not be limited to details of:

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

~~The annual statement and report shall be presented for discussion and adoption at the next district meeting to which all clubs are entitled to send a representative and for which 30 days notice has been given that the statement and report of district finances will be presented. If no such district meeting is held, the statement and report shall be presented for discussion and adoption at the next district conference. If the statement is not adopted after presentation, it shall be discussed and adopted within three months of the conclusion of the district conference at the next district meeting to which all clubs are entitled to send a representative and for which 30 days notice has been given that the statement and report of district finances will be presented. If a district meeting does not take place, the governor shall conduct a ballot by mail within 60 days thereafter.~~

(End of Text)

### **ADOPTED ENACTMENT 19-58\***

To amend the process for convening a district legislation meeting

*To amend the **BYLAWS** of Rotary International as follows (page 67 MOP)*

#### **Article 16 Districts**

**16.040. District Conference and District Legislation Meeting.**

**16.040.1. Time and Place.**

A conference of Rotarians of each district shall be held annually at such time and place as agreed upon by the governor and the presidents of a majority of the clubs of the district. 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. Further, the district may hold a district legislation meeting at a time and place determined

by the governor, provided 21 days notice is given to all clubs in the district. If a majority of the clubs in a district submit to the governor a request to convene a district legislation meeting, along with the items to be discussed, the governor shall convene a district legislation meeting within eight weeks of such request.

(End of Text)

### **ADOPTED ENACTMENT 19-61**

To amend the duties of the Board

*To amend the **BYLAWS** of Rotary International as follows (page 22 MOP)*

#### **Article 5 Board of Directors**

##### **5.010. Duties of the Board.**

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, the preservation of its ideals, ethics, and unique features of organization, and its extension throughout the world. In order to fulfill the purposes of article 3 of the RI constitution, the board shall adopt a strategic plan. The board shall oversee its implementation in each zone. The board shall report on the progress of the strategic plan at each meeting of the council on legislation. Each director shall regularly report on the decisions of the board and his/her activities as director to the members in his/her zone and the alternate/paired zone.

(End of Text)

### **ADOPTED ENACTMENT 19-62**

To provide that the general secretary is the chief executive officer of RI

*To amend the **BYLAWS** of Rotary International as follows (page 28 MOP)*

#### **Article 6 Officers**

##### **6.140. Duties of Officers.**

###### **6.140.3. General Secretary.**

The general secretary shall be the chief ~~operating~~ executive officer of RI. As chief ~~operating~~ executive officer, the general secretary shall be responsible for the day-to-day management of RI under the direction and control of the board. The general secretary shall be responsible to the president and board for the implementation of its policies and for the operations and administration,

including the financial operation, of RI. The general secretary also shall communicate with Rotarians and clubs the policies established by the board. The general secretary shall be solely responsible for the supervision of the secretariat staff. The general secretary shall make an annual report to the board. Upon approval by the board, the annual report shall be submitted to the convention. The general secretary shall give bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

(End of Text)

### **ADOPTED ENACTMENT 19-63**

To remove the delay before a change to district boundaries takes effect

*To amend the **BYLAWS** of Rotary International as follows (page 66 MOP)*

#### **Article 16 Districts**

##### **16.010. How Established.**

The board is authorized to group the clubs into districts. The president shall promulgate a list of such districts and their boundaries. Such action shall be at the direction of the board. The board may assign a club that conducts interactive activities to any district.

##### *16.010.1. Eliminating and Changing Boundaries.*

The board may eliminate or change the boundaries of any district with more than 100 clubs or fewer than 1,100 Rotarians, and in conjunction with any such change, the board may move the clubs from such districts into adjacent districts. The board also may merge such districts with other districts or divide the districts. Otherwise, no change shall be made to the boundaries of any district over the objection of a majority of the total number of clubs in the district. The board may eliminate or change the boundaries of a district only after consulting with and providing reasonable opportunity for the governors and clubs of the districts involved to provide a recommendation on the proposed change. The board shall take into account geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. ~~Any decision by the board to eliminate or change district boundaries shall not be effective for at least two years.~~ The board shall establish procedures as to administration, leadership and representation for future or merged districts.

(End of Text)

**ADOPTED ENACTMENT 19-66**

To remove the name of the official magazine from the RI Bylaws

*To amend the **BYLAWS** of Rotary International as follows (page 81 MOP)*

**Article 21 Official Magazine**

**21.010.** *Authority for Publishing Official Magazine.*

The board shall be responsible for publishing an official magazine of RI. The official magazine shall be published in as many editions as the board shall authorize, the basic edition being published in English ~~and being known as *THE ROTARIAN*~~. The purpose of the official magazine shall be to serve as a medium to assist the board in furthering the purposes of RI and the Object of Rotary.

(End of Text)

**ADOPTED ENACTMENT 19-70**

To amend the provisions for terminating the membership of a club

*To amend the **BYLAWS** of Rotary International as follows (page 19 MOP)*

**Article 3 Resignation, Suspension or Termination of Membership in RI**

**3.030.** *Board Authority to Discipline, Suspend, or Terminate a Club.*

**3.030.3.** *Termination for Lack of Members.*

The board may terminate a club upon the request of the governor if its membership falls below six members.

(Subsequent subsections will be renumbered as appropriate)

(End of Text)

## ADOPTED ENACTMENT 19-72\*

To admit Rotaract clubs to RI membership

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

in article 1 (page 11 MOP)

### Article 1 Definitions

As used in the constitution and bylaws of Rotary International, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

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

and in article 2 (page 11 MOP)

### Article 2 Name and Description

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

and in article 3 (page 11 MOP)

### Article 3 Purposes

The purposes of RI are:

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

and in article 5 (pages 11-12 MOP)

### Article 5 Membership

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

**Section 2** — *Composition of Clubs.*

- (d) 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.

**Section 3 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.

(Subsequent sections will be renumbered as appropriate)

*and in article 8 (page 13 MOP)*

**Article 8 Administration**

**Section 3** — The administration of Rotaract clubs shall be under the general supervision of the board or under such other supervision as the board may determine.

(Subsequent sections will be renumbered as appropriate)

*and in article 11 (page 15 MOP)*

**Article 11 Dues**

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

*and in article 13 (page 15 MOP)*

**Article 13 Membership Title and Insignia**

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

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

*in article 1 (page 17 MOP)*



## **Article 1 Definitions**

As used in the bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of Rotary International.
2. Club: A Rotary club.
3. Constitutional documents: The Rotary International 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 Rotary International in Great Britain and Ireland.
8. Rotaract club: A club of young adults.
9. Rotaractor: A member of a Rotaract club.
- 8: 10. Satellite club: A potential club whose members shall also be members of the sponsor club.
- 9: 11. Year: The twelve-month period which begins on 1 July.

*and in article 2 (pages 17-18 MOP)*

## **Article 2 Membership in Rotary International**

### **2.010. *Application for Membership in RI.***

A club or a Rotaract club seeking admission to membership in RI shall apply to the board, pursuant to a process determined by the board. The application shall be accompanied by the admission fee as determined by the board. The fee shall be in US currency or equivalent currency of the country in which the club is located. Membership shall become effective on the date such application is approved by the board.

### **2.040. *Adoption of Standard Constitution by Rotaract Clubs***

A standard Rotaract club constitution shall be established and may be amended by the board. The standard Rotaract club constitution shall be adopted by all Rotaract clubs admitted to membership. Such amendments shall automatically become a part of the constitution of each Rotaract club.

#### **2.040.1. *Exceptions by the Board to the Standard Rotaract Club Constitution***

The board may approve provisions in an individual Rotaract club's constitution which are not in accordance with the standard Rotaract club constitution so long as such provisions do not contravene the RI constitution and bylaws. This approval requires a two-thirds majority of the board members present and shall be given only to comply with local law or custom or in exceptional circumstances.  
(Subsequent sections will be renumbered as appropriate)

*and in article 3 (pages 18-20 MOP)*

## **Article 3 Resignation, Suspension or Termination of Membership in RI**

### **3.010. *Club or Rotaract Club Resignation from RI.***

Any club or Rotaract club may resign its membership provided it has fulfilled its financial and other obligations to RI. Such resignation shall be immediately effective upon acceptance by the board. The certificate of membership of such club or Rotaract club shall be returned to the general secretary.

### **3.030. *Board Authority to Discipline, Suspend, or Terminate a Club or Rotaract Club.***

#### **3.030.1. *Suspension or Termination for Failure to Pay Dues or Report Members.***

The board may suspend or terminate the membership of any club which fails to pay its dues or other financial obligations to RI or approved contributions to the district fund. The board may terminate the membership of any Rotaract club which fails to pay its dues or other financial obligations to RI. The board may suspend the membership of any club which fails to report changes to its membership on a timely basis.

#### **3.030.2. *Termination for Failure to Function.***

The board may terminate the membership of any club or Rotaract club where such club or Rotaract club disbands for any reason, fails to meet regularly, or otherwise fails to function. Before acting on a termination for failure to function, the board shall request the governor to submit a report regarding the circumstances of the termination.

#### **3.030.4. *Termination for Legal Action.***

The board may suspend or terminate the membership of any club that initiates or maintains, or retains in its membership an individual who initiates or maintains, litigation against RI or The Rotary Foundation, including their directors, trustees, officers, and employees, prior to exhausting all remedies provided for in the constitutional documents. The board may terminate the membership of any Rotaract club that initiates or maintains, or retains in its membership an individual who initiates or maintains, litigation against RI or The Rotary Foundation, including their directors, trustees, officers, and employees, prior to exhausting all remedies provided for in the constitutional documents.

#### **3.030.5. *Suspension or Termination for Failure to Comply with Youth Protection Laws.***

The board may suspend or terminate the membership of a club or Rotaract club that fails to appropriately address any allegations made against one of its members in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth.

*3.030.6. Discipline for Cause.*

The board may take action against a club or Rotaract club for cause provided a copy of the charges and notice of the time and place of hearing is mailed to the president and the secretary of such club at least 30 days before such hearing. The governor of the concerned district or a past governor selected by the governor may be present at such hearing at the district's cost. Such club or Rotaract club shall be entitled to be represented by counsel at any such hearing. Following such hearing, the board may discipline or suspend a club or Rotaract club upon a majority vote of the entire board or expel the club upon a unanimous vote.

*3.030.7. Period of Suspension.*

The board shall reinstate the membership rights of a club or Rotaract club that has been suspended upon the determination that payment of dues or other financial obligation to RI or approved contributions to the district fund have been paid in full; the membership of any person who has misused funds from The Rotary Foundation or otherwise has breached the stewardship policies of The Rotary Foundation has been terminated; there is evidence that the club or Rotaract club has appropriately addressed any allegations made against one of its members in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth; or issues leading to discipline for cause have been resolved. In all other cases, if the reason for suspension has not been remedied within six months, the board shall terminate the club or Rotaract club.

**3.050. Surrender of Rights by Terminated Club or Rotaract Club.**

The privilege of using the name, emblem, and other insignia of RI shall cease upon the termination of membership of the club or Rotaract club. The club or Rotaract club shall have no proprietary rights in the property of RI upon termination of its membership. The general secretary shall proceed to recover the certificate of membership of such former club or Rotaract club.

*and in article 4 (pages 21-22 MOP)*

**Article 4 Membership in Clubs**

**4.060. Rotaract Club Membership.**

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

~~4.070.~~ **4.080. Limitations on Membership.**

Notwithstanding the provisions of section 2.030., no club or Rotaract club, regardless of the date of its admission to membership in RI, may by provisions in its constitution or otherwise, limit membership in the club on the basis of gender, race, color, creed, national origin, or sexual orientation or impose any condition of membership not specifically prescribed by the RI constitution or bylaws. Any provision in any club or Rotaract club constitution or any condition otherwise imposed in conflict with this section of the bylaws is null, void, and without effect.

~~4.080.~~ **4.090.** *RI Employment.*

Any club or Rotaract club may retain in its membership any member employed by RI.

(Subsequent sections will be renumbered as appropriate)

*and in article 7 (pages 30-31 MOP)*

**Article 7 Council on Legislation**

**7.050.** *Board Examination of Proposed Legislation.*

The board (by the constitution and bylaws committee acting on its behalf) shall examine the text of all proposed legislation and shall advise the proposers of any defects in the proposed legislation and recommend, where feasible, corrective action.

**7.050.4.** *Publication of Proposed Legislation.*

The general secretary will provide a copy of all duly proposed legislation together with the proposer's statement of purpose and effect, as reviewed and approved by the constitution and bylaws committee, to each governor, to all members of the council on legislation, and to the secretary of any club or Rotaract club that requests it, no later than 30 September in the year the council on legislation shall be convened. The proposed legislation also will be made available via Rotary's website.

*and in article 16 (page 71-72 MOP)*

**Article 16 Districts**

**16.090.** *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 is charged with the duty of furthering the Object of Rotary by providing leadership and supervision of the clubs in the district. The governor should work with district and club leaders to encourage participation in a district leadership plan as may be developed by the board. The governor shall provide inspiration and motivation to the clubs in the district. The governor shall also ensure continuity within the district by working with past, current, and incoming district leaders in fostering effective clubs. The governor shall be responsible for the following activities in the district:

- (a) organizing new clubs;
- (b) strengthening existing clubs;
- (c) promoting membership growth by working with district leaders and club presidents to establish realistic membership goals for each club in the district;
- (d) supporting The Rotary Foundation with respect to program participation and financial contributions;

- (e) promoting cordial relations among the clubs and Rotaract clubs and between the clubs, Rotaract clubs, and RI;
- (f) planning for and presiding at the district conference and assisting the governor-elect in the planning and preparation for the presidents-elect training seminar and the district training assembly;
- (g) providing for an official visit meeting individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the governor's presence for the purpose of:
  1. focusing attention on important Rotary issues;
  2. providing special attention to weak and struggling clubs;
  3. motivating Rotarians to participate in service activities;
  4. ensuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and
  5. personally recognizing the outstanding contributions of Rotarians in the district;
- (h) issuing a monthly letter to each club president and secretary in the district;
- (i) reporting promptly to RI as may be required by the president or the board;
- (j) supplying the governor-elect, as soon as possible following his or her election prior to the international assembly, full information as to the condition of clubs with recommended action for strengthening clubs;
- (k) assuring that district nominations and elections are conducted in accordance with the RI constitution, these bylaws, and the established policies of RI;
- (l) inquiring on a regular basis about the activities of Rotarian organizations operating in the district (Friendship Exchanges, intercountry committees, Global Networking Groups, etc.);
- (m) transferring continuing district files to the governor-elect; and
- (n) performing such other duties as are inherent as the officer of RI.

*and in article 18 (pages 76-79 MOP)*

## **Article 18 Fiscal Matters**

### **18.020. Club Reports.**

Each club or Rotaract club shall certify to the board in any manner prescribed by the board the number of its members on 1 July and on 1 January in each year or on such other dates as established by the board.

### **18.030. Dues.**

#### 18.030.2. Per Capita Dues for Rotaract Clubs

Each Rotaract club shall pay per capita dues for each of its members as determined by the board.

~~18.030.3.~~ 18.030.4. *Return or Reduction of Dues.*

The board may return to any club or Rotaract club such portion of said dues as the board deems just. Upon request, the board may reduce or postpone the amount of per capita dues payable by a club or Rotaract club whose locality has sustained serious damage due to natural or similar disasters.

~~18.030.4.~~ 18.030.5. *Dues Payable by RIBI.*

Each club or Rotaract club in RIBI shall pay its per capita dues to RI as provided in subsection 18.030.1., through RIBI, acting on behalf of RI. RIBI shall retain one half of the RI per capita dues assessed pursuant to subsection 18.030.1. and forward to RI the balance of such dues.

~~18.030.5.~~ 18.030.6. *Adjustment of Payments Due.*

The board may adjust the payments due from the clubs and Rotaract clubs in any country where the currency of such country is devalued to an extent that the clubs therein are required to pay an excessive amount of their own currency to meet their obligations to RI.

**18.040.** *Date of Payment.*

18.040.2. *Prorated Dues.*

For each member who is elected into membership of a club or Rotaract club, the club shall pay per capita dues in prorated amounts until the beginning of the next period for which dues are payable. The amount payable for each full month of membership shall be one-twelfth of the per capita dues. However, no prorated per capita dues shall be payable by a club or Rotaract club for a transferring member or former member of another club or Rotaract club, ~~as described in section 4.030.~~ The prorated per capita dues are due and payable on 1 July and 1 January or on such other dates as established by the board. Such dues shall be changed only by the council on legislation.

18.040.3. *Currency.*

Dues shall be payable to RI in US currency; however, where it is impossible or impractical for a club or Rotaract club to pay its dues in US currency, 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 such action advisable.

18.040.4. *New Clubs.*

No club or Rotaract club shall be liable for payment of dues until the date next following its date of admission on which a per capita dues payment is due pursuant to subsection 18.040.1.

**18.050.** *Budget.*

**18.050.5. *Publication of the Yearly Budget of RI.***

The budget of RI as adopted according to the provisions of subsection 18.050.1. shall be published in a form to be decided upon by the board and brought to the knowledge of all Rotary and Rotaract clubs not later than 30 September of each Rotary year.

**18.080. *Report.***

The general secretary shall publish the audited annual report of RI no later than the end of December following the fiscal year end. Such report shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of, the president, president-elect, president-nominee and each of the directors. In addition such report shall clearly show all reimbursed expenses paid to, and all payments made on behalf of, the office of the president. The report shall further 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. and, if necessary, as revised in accordance with subsection 18.050.2. The report shall contain full details of any expenditures that vary from the approved budget by more than 10 percent in each category. The report shall be distributed to each current and past officer of RI and shall be made available to any club or Rotaract club upon request. The report for the year immediately preceding a council on legislation shall be mailed by the general secretary to all members of that council at least 30 days prior to the opening of that council.

*and in article 19 (page 79 MOP)*

**Article 19 Name and Emblem**

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

The board shall maintain and preserve an 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.***

Neither the name, emblem, badge, or other insignia of RI nor of any club or Rotaract club shall be used by any club, by any Rotaract club, or by any member of a club or Rotaract club as a trademark, special brand of merchandise, or for any commercial purpose. The use of such name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by RI.

**Interim Provision.**

Amendments adopted at the 2019 Council on Legislation pursuant to council enactment 19-72 shall be implemented by the board in a manner it deems appropriate.

(End of Text)

## ADOPTED ENACTMENT 19-74

To amend the term of service for the Convention Committee members

*To amend the **BYLAWS** of Rotary International as follows (pages 73-74 MOP)*

### Article 17 Committees

#### **17.050. Term of Service.**

No person shall be eligible to serve on the same committee of RI for more than three years except as may be otherwise provided in the bylaws. No person who has served on a committee for three years shall be eligible for subsequent appointment to the same committee. The provisions of this section shall not apply to an *ex officio* member of any committee or to members of ad hoc committees. Notwithstanding the foregoing, the president may appoint as chair of a convention committee a Rotarian who has previously served for two years as a member of a convention committee who has not previously served as chair. In addition to the chair of a convention committee, one other member of the convention committee may be a person who has served on one prior convention committee.

(End of Text)

## ADOPTED ENACTMENT 19-75\*

To amend the term of reference for the Rotaract and Interact Committee

*To amend the **BYLAWS** of Rotary International as follows (page 73 MOP)*

### Article 17 Committees

#### **17.010. Number and Term.**

The board shall establish standing committees on communications, constitution and bylaws, conventions, districting, election review, finance, and Rotaract ~~and Interact~~, as well as such other committees as it from time to time may determine is in the best interests of RI. The numbers and terms of office for the standing committees shall be as follows: (1) communications – consist of six members, two of whom shall be appointed each year for terms of three years; (2) constitution and bylaws – consist of three members, one of whom shall be appointed each year for a term of three years, except in the year of the council on legislation, when there shall be four members, with the most recent past member serving a fourth year on the committee; (3) conventions – consist of six members, one of whom shall be chair of the host organization for the annual convention; (4) districting consist of three members, one of whom shall be appointed annually from the board for a term of three years; (5) election review – consist of six members, each of whom shall serve a term of three years, with two members appointed each



year; (6) finance – consist of eight members, six of whom shall serve a term of three years with two members appointed each year, and the RI treasurer and one member of the board appointed by the board, each of whom shall serve a term of one year as a non-voting member; and (7) Rotaract ~~and Interact~~ – consists of ~~six~~ three members, ~~each one of whom shall serve a term~~ be appointed each year for a term of three years, with two members appointed each year, plus a minimum of three Rotaract members, with the committee co-chaired by one member and one Rotaract member. The number of members on the committees and the terms of membership, except for the standing committees, shall be as determined by the board, subject to the provision of section 17.050. below. The board shall prescribe the duties and authority of all committees and, except for the standing committees, provide for continuity of committee members from year to year.

Interim Provision Relating to Section 17.010.

Amendments to section 17.010. adopted at the 2019 Council on Legislation pursuant to council enactment 19-75 shall be implemented by the board in a manner it deems appropriate.

(End of Text)

## **ADOPTED ENACTMENT 19-79**

To update and modernize the convention procedures

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

in article 5 (page 23 MOP)

### **Article 5 Board of Directors**

#### **5.040. Powers of the Board.**

##### 5.040.3. Plans and Supervises the 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 board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a convention site. 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 9, sections 3, 4, and 5, of the RI Constitution for representation by the delegates.

(Subsequent subsections will be renumbered as appropriate)

and in article 10 (pages 42-44 MOP)

## **~~Article 10 Convention~~**

### **~~10.010. Time and Place of Convention.~~**

~~The board may determine the possible time and/or place for the annual convention of RI up to ten years before the year in which the convention shall convene, and make appropriate arrangements for holding such a convention. The board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a convention site.~~

### **~~10.020. Call to Attend Convention.~~**

~~The president shall issue and the general secretary shall mail to each club the official call for the annual convention at least six months prior to the convention. The call for a special convention shall be issued and mailed at least 60 days prior to the date thereof.~~

### **~~10.030. Officers of the Convention.~~**

~~The officers of the convention shall be the president, president elect, vice-president, treasurer, general secretary, convention committee chair, and sergeant-at-arms. The president shall appoint the sergeant-at-arms.~~

### **~~10.040. Delegates to the Convention.~~**

#### **~~10.040.1. Delegates.~~**

~~All delegates and alternates, except delegates by proxy, shall be members of the clubs they represent.~~

#### **~~10.040.2. Alternate Delegates.~~**

~~When selecting its delegates, a club may choose an alternate delegate for each delegate. Where an alternate is unavailable to serve when called upon, a second alternate may be chosen. An alternate is entitled to vote only in case of the absence of the elected delegate. A second alternate may be substituted for a delegate from a club whose first alternate is absent. An alternate when serving as a delegate may cast such vote on all matters on which the original delegate was entitled to vote.~~

#### **~~10.040.3. Delegate Substitution Procedure.~~**

~~A substitution of an alternate for a delegate shall be reported to the credentials committee. When such substitution has been made, the alternate shall act as the delegate until the convention adjourns. The credentials committee may permit the delegation of the host club to substitute an alternate for a delegate for one or more sessions. Such substitution will be allowed where the delegate is engaged in the administrative work of the convention so as to make it impossible for such delegate to attend such session(s) of the convention. Such substitution must be duly reported and noted by the credentials committee prior to taking effect.~~

~~10.040.4. Proxies.~~

~~A club not represented at the convention by a delegate or an alternate may designate a proxy to cast its vote(s) pursuant to article 9, section 3(a) of the RI constitution. The proxy may be a member of any club within the same district. Non-districted clubs may designate members of any club as their proxy(ies).~~

~~10.050. Credentials for Delegates.~~

~~The authority of all delegates, alternates, and proxies shall be evidenced by certificates signed by the presidents and secretaries of the clubs they represent. All certificates must be delivered to the credentials committee at the convention to entitle delegates, alternates, and proxies to vote.~~

~~10.060. Delegates at Large.~~

~~Each RI officer and each past president of RI still holding membership in a club shall be a delegate at large and entitled to cast one vote on each question submitted to vote at the convention.~~

~~10.070. Registration Fee.~~

~~Each convention attendee who has reached 16 years of age shall register and pay a registration fee to attend the convention. The registration fee shall be fixed by the board. No delegate or proxy shall be entitled to vote at the convention unless the registration fee has been paid.~~

~~10.080. Convention Quorum.~~

~~10.080.1. Quorum Number.~~

~~Delegates and proxies representing one-tenth of the clubs shall constitute a quorum at a convention.~~

~~10.080.2. Absence of Quorum.~~

~~Should the question of the absence of a quorum be successfully raised at any plenary session, no vote(s) shall be taken for a period as designated by the presiding officer. Such period shall not exceed one-half day. At the expiration of such period, the convention may act upon such matters as may be properly brought before it, irrespective of the presence of a quorum.~~

~~10.090. Credentials Committee.~~

~~The president shall appoint a credentials committee prior to the adjournment of the convention. The committee shall consist of no fewer than five members.~~

~~10.100. Electors.~~

~~The duly accredited delegates, proxies, and delegates at large shall constitute the voting body of the convention and shall be known as electors.~~

~~10.110. Balloting Committee.~~

~~10.110.1. *Appointment and Duties.*~~

~~The president shall appoint from among the electors a balloting committee at each convention. Such committee shall have charge of all balloting at the convention, including the distribution and counting of ballots. This committee shall consist of at least five electors as determined by the president. The general secretary shall have charge of printing of all ballots.~~

~~10.110.2. *Notice of Election of Officers.*~~

~~The president shall notify the electors of the time and place for nominations and elections of officers. Such notice shall be given at the first session of the convention.~~

~~10.110.3. *Report of Committee.*~~

~~The balloting committee shall report promptly to the convention the result of the balloting. The report shall be signed by a majority of the committee. The chair shall retain all ballots. The chair of the committee shall destroy all ballots following the adoption of such report unless otherwise instructed by the convention.~~

~~**10.120.** *Election of Officers.*~~

~~10.120.1. *Electors Voting Rights.*~~

~~The electors shall each be entitled to cast one vote for each officer to be elected.~~

~~10.120.2. *Ballot.*~~

~~The election of all officers shall be by secret ballot. Where there are more than two candidates, such balloting shall be by means of the single transferable vote. Where there is one nominee for any office, the electors may instruct the general secretary to cast their united ballot for such nominee pursuant to a voice vote.~~

~~10.120.3. *Majority Vote.*~~

~~The nominee for each of the aforementioned offices who receives a majority of the votes cast shall be declared elected. Second and subsequent preferences shall be taken into account where necessary.~~

~~10.120.4. *Presentation of Nominations to Convention.*~~

~~The names of the nominees certified to the general secretary as duly nominated for president, directors, governors of RI, and president, vice president, and honorary treasurer of RIBI shall be presented by the general secretary to the convention for election.~~

~~**10.130.** *Convention Program.*~~

~~The program reported by the convention committee, as approved by the board, shall be the order of the day for all sessions. Changes in the program may be made during the convention by a two-thirds vote of the board.~~

~~10.140. Seating of Delegates.~~

~~At any plenary session where a vote is necessary, a number of seats equal to the number of delegates duly certified to the credentials committee shall be reserved exclusively for such delegates.~~

~~10.150. Special Assemblies.~~

~~At each convention, special assemblies of Rotarians from one country or from a group of countries in which clubs are established, may be held. The board or the convention may determine from time to time for what country or countries such special assemblies shall be held and shall instruct the convention committee accordingly. At such assemblies, matters which pertain particularly to the country or group of countries concerned may be considered. The president shall designate the convening officer and shall promulgate rules for the conduct of the said assemblies as near as may be to the rules regulating the procedure of the convention. Upon convening, the assembly shall select its chair and secretary.~~

(Subsequent articles will be renumbered as appropriate)

(End of Text)

**ADOPTED ENACTMENT 19-80**

To revise the process for the election of officers

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

in article 6 (page 25 MOP)

**Article 6 Officers**

**6.010. Election of Officers at Convention.**

The officers to be elected at the annual convention shall be the president, directors, and governors of RI, and the president, vice-president, and honorary treasurer of RIBI, if such an election is needed under the provisions of subsection 10.120.1. of these bylaws.

and in article 10 (page 43-44 MOP)

**Article 10 Convention**

**10.110. Balloting Committee.**

**10.110.2. Notice of Election of Officers.**

The president shall notify the electors of the time and place for nominations and elections of officers, unless the board has determined that an election is not

needed under the provisions of the following section. Such notice shall be given at the first session of the convention, if needed.

**10.120. Election of Officers.**

**10.120.1. Electors Voting Rights.**

The electors shall each be entitled to cast one vote for each officer to be elected, if the selection process provided in these bylaws for the officer has not been completed. If the selections of all the officers normally confirmed at a convention have been completed in accordance with these bylaws and, thereby, are not subject to challenge or appeal, then the board is authorized to determine that the selections of such officers does not need to be confirmed by an election at the convention.

*and in article 11 (page 45 MOP)*

**Article 11 Nominations and Elections for Officers – General Provisions**

**11.050. Election of Officers.**

The If such an election is needed under the provisions of subsection 10.120.1. of these bylaws, the officers of RI shall be elected at the annual convention as provided in sections 6.010. and 10.120.

*and in article 12 (page 52 MOP)*

**Article 12 Nominations and Elections for President**

**12.090. Nominations Presented to Convention.**

**12.090.1. Presentation for Election of Nominee for President.**

The If such an election is needed under the provisions of subsection 10.120.1. of these bylaws, the general secretary shall present to the convention for election the name of the nominee for president as duly nominated by the committee and such nominee shall assume office on 1 July in the calendar year following the election, unless there has been a ballot-by-mail.

*and in article 14 (page 60 MOP)*

**Article 14 Nominations and Elections for Governors**

**14.010. Selection of a Governor-nominee.**

The district shall select a nominee for governor not more than 36 months, but not less than 24 months, prior to the day of taking office. The nominee shall assume the title of governor-nominee-designate upon selection and shall assume the title of governor-nominee on 1 July two years prior to assuming office as governor. The board shall have the authority to extend the date under this section for good

and sufficient reason. ~~The~~ If such an election is needed under the provisions of subsection 10.120.1. of these bylaws, the nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly. Nominees so elected shall serve a one-year term as governor-elect and assume office on 1 July in the calendar year following election.

(End of Text)

## **ADOPTED ENACTMENT 19-82**

To increase per capita dues

*To amend the **BYLAWS** of Rotary International as follows (page 76 MOP)*

### **Article 18 Fiscal Matters**

#### **18.030. Dues.**

##### *18.030.1. Per Capita Dues.*

Each club shall pay to RI per capita dues for each of its members as follows: ~~US\$28.00 per half year in 2016-2017, US\$30.00 per half year in 2017-2018, US\$32.00 per half year in 2018-2019, and US\$34.00 per half year in 2019-2020, US\$34.50 per half year in 2020-2021, US\$35.00 per half year in 2021-2022, and US\$35.50 per half year in 2022-2023~~ and thereafter. Such dues shall remain constant until changed by the council on legislation.

(End of Text)

## **ADOPTED ENACTMENT 19-93**

To change the name of the General Surplus Fund to the RI Reserve

*To amend the **CONSTITUTION** of Rotary International as follows (page 13 MOP)*

### **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 ~~general surplus fund~~ RI reserve as may be necessary to accomplish the purposes of RI.

The board shall report to the next convention as to the special conditions under which expenditures have been made from the ~~surplus~~ reserve. The board shall at no time incur an indebtedness in excess of the then net assets of RI.

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

*in article 18 (page 78 MOP)*

## **Article 18 Fiscal Matters**

### **18.050. Budget.**

#### **18.050.6. Expenditures in Excess of Anticipated Revenue; ~~General Surplus Fund RI Reserve~~.**

Notwithstanding the provisions of section 18.050.4., if at any time the ~~general surplus fund~~ RI reserve is greater than 85 percent of the highest level of annual expenses during the most recent three-year period, excluding expenditures funded from the ~~general surplus fund~~ RI reserve and the self-financing expenditures on the annual convention and the council on legislation, the board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided, however, that such expenditure would not cause the ~~general surplus fund~~ RI reserve to decrease below 100 percent of such 85 percent level. Full details of the 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.

*and in article 21 (page 81 MOP)*

## **Article 21 Official Magazine**

### **21.020. Subscription Prices.**

#### **21.020.3. Magazine Income.**

The income generated by the magazine in a year shall not be used during that year for purposes other than its publication and improvement. Any excess income over expenditure shall be transferred to the ~~general fund surplus of RI~~ RI reserve at the end of the year, unless otherwise provided by the board.

(End of Text)



## ADOPTED ENACTMENT 19-94

To revise the process for establishing the General Surplus Fund

To amend the **BYLAWS** of Rotary International as follows (page 78 MOP)

### Article 18 Fiscal Matters

#### 18.050. Budget.

##### 18.050.6. Expenditures in Excess of Anticipated Revenue; General Surplus Fund.

Notwithstanding the provisions of section 18.050.4., ~~if at any time the general surplus fund is greater than 85 percent of the highest level of annual expenses during the most recent three year period, excluding expenditures funded from the general surplus fund and the self-financing expenditures on the annual convention and the council on legislation~~ 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, ~~however,~~ that such expenditure would not cause the general surplus fund to decrease below ~~100 percent of such 85 percent level~~ 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.

(End of Text)

## ADOPTED ENACTMENT 19-96

To allow the RI Board to propose urgent enactments to the Council on Resolutions

To amend the **BYLAWS** of Rotary International as follows (pages 32-33 MOP)

### Article 8 Council on Resolutions

#### 8.010. Meeting of the Council on Resolutions.

There shall be a council on resolutions conducted annually. The council on resolutions shall be convened through electronic communications. The council shall consider and act on any duly proposed resolutions submitted to it.

#### 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.

**~~8.050.~~ 8.060.** *Deadline for Proposed Resolutions and Enactments.*

Proposed resolutions shall be delivered to the general secretary in writing no later than 30 June in the year ~~prior to~~ before the year in which they are to be considered by the council on resolutions. Resolutions also may be offered by the board and acted upon by the council on resolutions at any time prior to the adjournment of the council. The Board may deliver to the general secretary urgent enactments no later than 30 June in the year before the year when they are to be considered by the council on resolutions. The board shall not propose legislation relating to The Rotary Foundation without the prior agreement of the trustees.

**~~8.060.~~ 8.070.** *Duly Proposed Resolutions; Defective Proposed Resolutions.*

~~8.060.1.~~ **8.070.1.** *Duly Proposed Resolutions.*

A proposed resolution is duly proposed if:

- (a) it is delivered to the general secretary under the deadlines contained in section ~~8.050.~~ 8.060. of the bylaws;
- (b) it complies with the requirements of section 8.030. of the bylaws regarding who may propose a resolution; and
- (c) when it is proposed by a club, the requirements of section 8.040. of the bylaws regarding district endorsement have been met.

~~8.060.2.~~ **8.070.2.** *Defective Resolution.*

A proposed resolution is defective if it:

- (a) would require an action, or express an opinion, that is in conflict with the letter or spirit of the constitutional documents; or
- (b) is not within the framework of the program of RI.

**~~8.070.~~ 8.080.** *Review of Proposed Resolutions and Enactments.*

The constitution and bylaws committee shall review all proposed resolutions and enactments submitted to the general secretary for transmittal to the council on resolutions and may recommend to the board whether:

~~8.070.1.~~ **8.080.1.** a proposed resolution or enactment is duly proposed; and

~~8.070.2.~~ **8.080.2.** the general secretary not transmit to the council on resolutions proposed resolutions or enactments determined by the committee to be defective pursuant to subsections 7.037.2. or 8.070.2.

**~~8.080.~~ 8.090.** *Board Examination of Proposed Resolutions and Enactments.*

The board (by the constitution and bylaws committee acting on its behalf) shall examine the text of all proposed resolutions and enactments and shall advise the proposers of any defects ~~in the proposed resolutions.~~

~~8.080.1.~~ **8.090.1.** *Resolutions and Enactments Not Transmitted to the Council.*

Where the board, on the advice of the constitution and bylaws committee, determines that proposed resolutions or enactments are not duly proposed or defective, the board shall direct that the proposed resolutions or enactments not

be transmitted to the council for consideration. In the event of any such action by the board, the proposer shall thereupon be notified by the general secretary.

~~8.080.2. Council Consideration of Resolutions.~~

~~The council on resolutions shall consider and act upon such duly proposed resolutions.~~

**8.100. Enactment Procedures**

For any enactment adopted by a council on resolutions, the procedures and deadlines in subsections 9.170.3.1. to 9.170.4. shall apply.

(Sections will be renumbered as appropriate)

(End of Text)

**ADOPTED ENACTMENT 19-97**

To streamline and modernize any extraordinary meeting of the Council on Legislation

*To amend the **CONSTITUTION** of Rotary International as follows (pages 14-15 MOP)*

**Article 10 Council on Legislation**

**Section 5** — *Extraordinary Meeting to Adopt Legislation.* The board, by a 90 percent vote of the entire board, may ~~determine that an emergency exists, such that call~~ an extraordinary meeting of the council on legislation is required in order to adopt legislation. The board will determine the time and place for such a the meeting and specify its purpose. ~~Such a~~ The meeting may consider and act only upon on legislation proposed by the board related to the emergency for which the meeting is called. Legislation to be considered at such meetings the meeting is not subject to the submission deadlines and procedures specified elsewhere in the constitutional documents of RI, except that those procedures shall be followed to the extent that time permits. Any action of ~~such a the meeting of the council~~ shall be subject thereafter to action by the clubs as provided in section 3 of this article.

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

*in article 7 (pages 31-32 MOP)*

**Article 7 Council on Legislation**

~~7.060. Consideration of Emergency Legislation.~~

~~The board, by a two-thirds vote of the entire board, may declare that an emergency exists and authorize consideration of legislation as follows:~~

*7.060.1. Emergency Legislation Considered by the Council.*

Legislation proposed to an extraordinary meeting of the council may be considered at such council even though such legislation does not comply with the prescribed dates for filing such legislation as prescribed by the respective constitutional documents, provided that the procedures prescribed therein shall be followed to the extent that time permits.

*7.060.2. Adoption of Legislation.*

A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation by the council in an emergency under these provisions.

**7.060. Extraordinary Meeting of the Council.**

*7.060.1. Notice.*

An extraordinary meeting of the council on legislation may be called by the board in accordance with article 10, section 5 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.

*7.060.2. 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.

*7.060.3. Procedures.*

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

*7.060.3.1. Method of meeting.*

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

*7.060.3.2. Report of Action.*

The report of action provided for in subsection 9.150.2. shall be transmitted to the clubs within seven days of the adjournment of the extraordinary meeting.

*7.060.3.3. 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.

*7.060.4. 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 ballot-by-mail following as closely as possible the provisions of section 9.150.

*and in article 9 (page 41 MOP)*

## **Article 9 Members of the Council on Legislation and Council on Resolutions**

### **~~9.170. Extraordinary Meeting of the Council.~~**

#### ~~9.170.1. Notice.~~

~~An extraordinary meeting of the council on legislation may be called by the board in accordance with article 10, section 5 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be mailed to governors no later than 60 days before the meeting is scheduled to convene. The governors shall forthwith notify the clubs in their districts and as soon as possible inform the general secretary of the names of the Rotarians who will represent their respective districts at such a meeting.~~

#### ~~9.170.2. Adoption of Enactments.~~

~~A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation at an extraordinary meeting of the council on legislation.~~

#### ~~9.170.3. Procedures.~~

~~The procedures applicable at the regular meeting of the council on legislation shall apply at an extraordinary meeting with the following two exceptions:~~

##### ~~9.170.3.1. Report of Action.~~

~~The report of action provided for in subsection 9.150.2. shall be transmitted to the clubs within 15 days of the adjournment of the extraordinary meeting.~~

##### ~~9.170.3.2. Opposition to Action.~~

~~The clubs shall have two months 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.~~

##### ~~9.170.4. Effective Date of Action.~~

~~Actions of an extraordinary meeting of the council on legislation shall become effective two months 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 ballot by mail following as closely as possible the provisions of section 9.150.~~

(Subsequent sections will be renumbered as appropriate)

(End of Text)

**ADOPTED ENACTMENT 19-100**

To amend the provisions for endorsing resolutions

*To amend the **BYLAWS** of Rotary International as follows (page 32 MOP)*

**Article 8 Council on Resolutions**

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

Proposed resolutions from a club must be endorsed by the clubs of the district at a district conference, a district legislation meeting ~~or~~, RIBI district council, or through a ballot-by-mail conducted by the governor, following the procedures in section 14.040. as closely as possible. A proposed resolution delivered to the general secretary shall be accompanied by a certificate from the governor stating that it has been considered by the district conference, a district legislation meeting, RIBI district council, or in a ballot-by-mail and has been endorsed.

(End of Text)

**ADOPTED ENACTMENT 19-101\***

To amend the definition of defective resolutions

*To amend the **BYLAWS** of Rotary International as follows (page 33 MOP)*

**Article 8 Council on Resolutions**

**8.060. Duly Proposed Resolutions; Defective Proposed Resolutions.**

**8.060.2. Defective Resolution.**

A proposed resolution is defective if:

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

(End of Text)

**ADOPTED ENACTMENT 19-102**

To authorize consideration of legislation before the in-person meeting of the Council

*To amend the **BYLAWS** of Rotary International as follows (page 31 MOP)*

**Article 7 Council on Legislation**

**7.050. ~~Board~~ Examination of Proposed Legislation.**

*7.050.5. 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. The council on legislation shall consider and act upon ~~such~~ all other duly proposed legislation, and any proffered amendments.

(End of Text)

**ADOPTED ENACTMENT 19-103**

To authorize consideration of legislation before the in-person meeting of the Council

*To amend the **BYLAWS** of Rotary International as follows (page 31 MOP)*

**Article 7 Council on Legislation**

**7.050. ~~Board~~ Examination of Proposed Legislation.**

*7.050.5. 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 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~~ the council on legislation shall consider and act upon ~~such~~ the consent agenda, all other duly proposed legislation, and any proffered amendments.

(End of Text)

**ADOPTED ENACTMENT 19-110**

To simplify the credentialing procedures at a Council

*To amend the **BYLAWS** of Rotary International as follows (page 38 MOP)*

**Article 9 Members of the Council on Legislation and Council on Resolutions**

**9.100. Credentials Committee.**

~~The president shall appoint a credentials committee which shall meet in advance of the council on legislation. The committee shall examine and certify credentials. The general secretary shall certify the credentials of representatives. Any action of the committee general secretary with respect to credentialing may be reviewed by the council on legislation.~~

(End of Text)

**ADOPTED ENACTMENT 19-112**

To amend who is a member of a Council

*To amend the **BYLAWS** of Rotary International as follows (page 34 MOP)*

**Article 9 Members of the Council on Legislation and Council on Resolutions**

**9.010. Members of the Council on Legislation and Council on Resolutions.**

The council on legislation and the council on resolutions shall be composed of the following voting and non-voting members:

**9.010.4. President, President-elect, Directors, and General Secretary.**

The president, president-elect, ~~other members of the board~~ one member of the board elected by the board, and general secretary shall be non-voting members of the councils.

~~**9.010.5. Past Presidents.**~~

~~All past presidents of RI shall be non-voting members of the councils.~~

(End of Text)



**ADOPTED ENACTMENT 19-113**

To provide that a Council report shall be given at Rotary institutes

*To amend the **BYLAWS** of Rotary International as follows (page 80 MOP)*

**Article 20 Other Meetings**

**20.020. Rotary Institutes.**

The president may authorize the convening of annual informational meetings, known as Rotary institutes, to be attended by past, present and incoming officers of RI, 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.

(End of Text)

**ADOPTED ENACTMENT 19-114**

To amend the process for opposition to Council actions

*To amend the **BYLAWS** of Rotary International as follows (page 40 MOP)*

**Article 9 Members of the Council on Legislation and Council on Resolutions**

**9.150. Action of the Councils.**

**9.150.3. Opposition to Council Action.**

Forms from clubs recording opposition to action by a council on legislation in adopting any legislation must be certified by the club presidents and received by the general secretary no later than the date stated in the report by the general secretary, which shall be at least two months after the mailing of such report. The general secretary shall examine and tabulate all forms duly received from clubs recording opposition to action by a council on legislation, and publish the vote totals on Rotary's website.

(End of Text)

## ADOPTED ENACTMENT 19-115

To modernize and streamline the Bylaws of Rotary International without making any substantive changes

To amend the **BYLAWS** of Rotary International as follows (pages 17-84 MOP)

### Article 1 Definitions

~~As used in the bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:~~

1. Board: The RI Board of Directors ~~of Rotary International~~.
2. Club: A Rotary club.
3. Constitutional documents: The ~~Rotary International~~ 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 ~~Rotary International~~ RI in Great Britain and Ireland.
8. Satellite club: A potential club whose members ~~shall also be~~ are also members of the sponsor club.
9. TRF: The Rotary Foundation.
10. Writing: A communication capable of documentation, regardless of the method of transmission.
- ~~9.~~ 11. Year: The twelve-month period ~~which begins on~~ beginning 1 July.

### Article 2 Membership in Rotary International

**2.010.** Application for Membership in RI.

**2.020.** Locality of a Club.

**2.030.** ~~Adoption of~~ The Standard Rotary Club Constitution by Clubs.

**2.040.** Smoking.

**2.050.** Merger of Clubs.

**2.010.** *Application for Membership in RI.*

~~A To be admitted to RI, a club seeking admission to~~ applies to the Board for membership in RI shall apply to the board. The application shall be accompanied by ~~the an~~ an admission fee as ~~determined~~ set by the board. ~~The fee shall be in US currency or equivalent currency of the country in which the club is located.~~ Membership ~~shall become effective on the date such application is approved by the board~~ takes effect when the board approves it.

2.010.1. *New Clubs.*

~~The minimum number of charter members for a~~ A new club shall be have at least 20 charter members.

**2.020. *Locality of a Club.***

~~A club's locality may be organized in a locality which contains~~ shall have the minimum number of classifications for organizing a new club. ~~A, but a club may be organized in the same a locality as with one or more existing other clubs.~~ The locality of a club that conducts ~~interactive its~~ activities primarily online shall be worldwide or as ~~otherwise determined by the club board~~ determines.

**2.030. *Adoption of The Standard Rotary Club Constitution by Clubs.***

~~The standard club constitution shall be adopted by all clubs admitted to membership.~~ All clubs shall adopt the standard club constitution, including any future amendments to it.

**2.030.1. *Amendments to the Standard Club Constitution.***

~~The A club may amend the~~ standard club constitution ~~may be amended~~ in the manner prescribed in the constitutional documents. Such amendments ~~shall~~ automatically become a part of the constitution of ~~each~~ the club.

**2.030.2. *Clubs Chartered Before 6 June 1922.***

~~All clubs~~ Clubs chartered before 6 June 1922 shall adopt the standard club constitution, ~~except that such clubs whose constitutions contain variations from the standard club constitution shall be entitled to operate under those variations, provided the exact texts of those variations were sent to and identified by the board by 31 December 1989 but may retain variations that were provided to the board before 1990.~~ The variations for each club shall be incorporated as Variations shall be an addendum to ~~the provisions of the standard club constitution for that club~~ the club's constitution, and such variations ~~may not be amended by that club except which may only be amended~~ to conform more closely to the current standard club constitution ~~as amended from time to time.~~

**2.030.3. *Exceptions by the Board to the Standard Club Constitution.***

~~The board may approve provisions in an individual club's constitution which are not in accordance with the standard club constitution so long as such provisions~~ 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. ~~Such approval shall be given only to comply with local law or custom or in exceptional circumstances. Such approval requires a two-thirds majority of the board members present.~~

**2.040. *Smoking.***

~~In recognition of the deleterious effect upon personal health, individual~~ Because smoking is harmful, members and their guests ~~are encouraged to refrain from smoking should not smoke~~ during meetings and other events organized in the name of RI.

**2.050. Merger of Clubs.**

Two or more clubs within the same district seeking to may voluntarily merge shall apply to the board provided that each of the clubs 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 existing other clubs. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. The board may allow the merged clubs to retain the name, charter date, emblem and other RI insignia of RI of one or all of the former of any of the merging clubs as part of the historical records and for historical purposes.

**Article 3 Resignation, Suspension or Termination of Membership in RI**

**3.010.** Club Resignation from RI.

~~3.020.~~ Reorganization of a Club.

~~3.030.~~ **3.020.** Board Authority to Discipline, Suspend, or Terminate a Club  
Suspension, or Termination of a Club.

~~3.040.~~ **3.030.** Surrender of Rights by Rights of a Suspended Club.

~~3.050.~~ **3.040.** Surrender of Rights by Rights of a Terminated Club.

**3.050.** Reinstatement of a Club.

**3.010.** *Club Resignation from RI.*

Any A club may resign its membership provided it has fulfilled after fulfilling all its financial and other obligations to RI and receiving the board's approval. Such resignation shall be immediately effective upon acceptance by the board. The certificate of membership of such club shall be returned to the general secretary. Resignation takes effect when the board approves it.

~~3.020.~~ *Reorganization of a Club.*

Where a terminated club seeks to be reorganized, or where a new club is organized in the same locality, the board may determine whether each such club must pay a charter fee or other indebtedness due to RI from the former club as a condition for membership.

~~3.030.~~ **3.020.** *Board Authority to Discipline, Suspend, or Terminate a Club*  
Suspension, or Termination of a Club.

~~3.030.1.~~ **3.020.1.** *Suspension or Termination for Failure to Pay Dues or Report Members.*

The board may suspend or terminate ~~the membership of any club which~~ a club that:

- (a) fails to pay its dues or other financial obligations to RI or approved required contributions to the district fund;
- (b) retains a member who misuses TRF funds or who otherwise breaches TRF's stewardship policies;

- (c) initiates or maintains, or retains a member who initiates or maintains, litigation against RI or TRF, 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 in connection with Rotary-related youth programs.

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

3.020.2. Suspension for Failure to Report Membership Changes.

~~The board may suspend the membership of any club which fails to report changes to its membership on a timely basis~~ a club that does not timely report membership changes to RI.

~~3.030.2.~~ 3.020.3. Termination for Failure to Function.

~~The board may terminate the membership of any club where such club disbands for any reason, a club that ceases to operate, fails to meet regularly, or otherwise fails to function, but only after. Before acting on a termination for failure to function, the board shall request~~ requesting that the governor to submit a report regarding on the circumstances of the termination.

~~3.030.3.~~ Suspension or Termination for Failure to Comply with Foundation Stewardship Policies.

~~The board may suspend or terminate the membership of any club that retains in its membership any person who has misused funds from The Rotary Foundation or who otherwise has breached the stewardship policies of The Rotary Foundation.~~

~~3.030.4.~~ Termination for Legal Action.

~~The board may suspend or terminate the membership of any club that initiates or maintains, or retains in its membership an individual who initiates or maintains, litigation against RI or The Rotary Foundation, including their directors, trustees, officers, and employees, prior to exhausting all remedies provided for in the constitutional documents.~~

~~3.030.5.~~ Suspension or Termination for Failure to Comply with Youth Protection Laws.

~~The board may suspend or terminate the membership of a club that fails to appropriately address any allegations made against one of its members in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth.~~

~~3.030.6.~~ 3.020.4. Discipline, Suspension, or Termination for Cause.

~~The board may take action against a club for cause provided a copy of the charges and notice of the time and place of hearing is mailed to the president and the secretary of such club at least 30 days before such hearing~~ discipline, suspend, or

terminate a 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 president and secretary of the charges and the time, place, and manner of the hearing. At the hearing, the club may be represented by counsel, and, The the governor, of the concerned district or a past governor selected by the that governor, may be present at such hearing attend at the district's cost expense. Such club shall be entitled to be represented by counsel at any such hearing. Following such After the hearing, the board may:

- (a) discipline or suspend a the club upon by a majority vote of the entire; or
- (b) expel terminate the club upon by a unanimous vote.

~~3.030.7.~~ **3.020.5. *Period of Suspension.***

The board shall reinstate the membership rights of a club that has been suspended upon the determination that a suspended club if it has:

- (a) payment of paid all dues or other financial obligation to RI, or paid all approved contributions to the district fund have been paid in full;
- (b) the membership of any person who has misused funds from The Rotary Foundation or otherwise has breached the stewardship policies of The Rotary Foundation has been terminated terminated members who misused TRF funds or otherwise breached TRF's stewardship policies;
- (c) there is evidence that the club has appropriately addressed any youth-protections allegations made against one of its members against a member in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth; or
- (d) resolved all issues leading to discipline for cause have been resolved that led to the suspension.

In all other cases, if the reason for suspension has not been remedied within six months, the board shall terminate the club.

~~3.040.~~ **3.030. *Surrender of Rights by Rights of a Suspended Club.***

Any club that has been suspended by the board shall have none of the rights provided to clubs under the bylaws so long as it remains suspended, but shall retain the rights granted to clubs under the constitution. During a suspension, a club has no rights under the bylaws, retaining only its rights under the RI constitution.

~~3.050.~~ **3.040. *Surrender of Rights by Rights of a Terminated Club.***

The privilege of using A terminated club shall not use the name, emblem, and other insignia of RI shall cease upon the termination of membership of the club. The club and shall have no proprietary rights in the property of RI upon termination of its membership. The general secretary shall proceed to recover the certificate of membership of such former club. The terminated 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 Membership in a Club~~ Members.

**4.020.** ~~Active Membership~~ Members.

**4.030.** ~~Transferring or Former Rotarian.~~

**4.040.** Prohibited Dual Memberships.

**4.050.** ~~Honorary Membership.~~

**4.060.**  ~~Holders of Public Office.~~

**4.070.** Prohibited ~~Limitations on Membership.~~

**4.080.** ~~RI Employment.~~

**4.090.** ~~Attendance Reports.~~

**4.100.** ~~Attendance at Other Clubs.~~

**4.110.** ~~Exceptions to Provisions on Membership.~~

**4.010.** *Types of Membership in a Club* Members.

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

**4.020.** *Active Membership* Members.

A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected ~~to active membership in a club~~ as an active member.

**4.030.** *Transferring or Former Rotarian.*

A member ~~or a former club~~ may propose ~~to active membership~~ a transferring member or former member ~~of a club~~ for membership. ~~The transferring or former member of a club being proposed to active membership may also be proposed by the former club.~~ The classification of a transferring or former member ~~of a club~~ shall not preclude election to active membership ~~even if the election results in club membership temporarily exceeding the classification limits.~~ Potential members ~~of a club who have~~ with debts to another club are ineligible for membership. Any club ~~wishing that wishes~~ to admit a former member shall demand that the potential member provide a written proof statement from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member ~~shall be~~ is contingent upon receiving a ~~certificate~~ written statement from the board of the previous club confirming the prospective member's prior membership in that club, ~~and. A club shall provide a statement whether debts are owed when requested by another club with respect to its~~ by the current or former member ~~that is~~ being considered for membership in the other club. If ~~such a~~ written statement is not provided within 30 days ~~of being requested,~~ it shall ~~be~~ is assumed that the member does not owe ~~any money~~ to the other club.

**4.040.** Prohibited Dual Memberships.

No ~~person~~ member shall simultaneously

(a) ~~hold active membership in~~ belong to more than one club, other than ~~in~~ a satellite of that club, ~~or~~

(b) ~~No person shall simultaneously be a member and~~ 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.

**4.050.1. Eligibility for Honorary Membership.**

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in more than one club. ~~The term of such membership shall be as determined by the board of the club in which they hold membership.~~

**4.050.2. Rights and Privileges.**

~~Honorary members shall be exempt from the payment of dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership.~~

~~No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.~~

**4.060. Holders of Public Office.**

~~Persons elected or appointed to public office for a specified time shall not be serving in public office for specific terms are not eligible to for active membership in a club under the classification of such that office. This restriction shall does not apply to persons holding who hold positions or offices in schools, colleges, or other institutions of learning, or to persons who are those elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period serving in public office for specific terms may continue as such members in their existing classifications during the period their terms in which they hold such office.~~

**4.070. Prohibited Limitations on Membership.**

~~Notwithstanding the provisions of section 2.030., no club, regardless of the date of its admission to membership in No club, regardless of when it joined RI, may by provisions in its constitution or otherwise, in any way limit membership in the club on the basis of due to gender, race, color, creed, national origin, or sexual orientation, or impose any condition of membership condition not specifically prescribed allowed by the RI constitution or bylaws. Any membership provision in any club constitution or any condition otherwise imposed or condition in conflict with this section of the bylaws is null, void, and without effect.~~



**4.080. RI Employment.**

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

**4.090. Attendance Reports.**

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

**4.100. Attendance at Other Clubs.**

~~Every member shall have the privilege of attending the regular meeting or satellite club meeting of any other club except for a club that previously terminated the membership of said person for good cause. A Rotarian may attend a regular meeting or satellite club meeting of another club. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former club.~~

**4.110. Exceptions to Provisions on Membership.**

A club may adopt ~~rules or requirements~~ provisions that are not in accordance with and that supersede sections 4.010. and 4.030. - 4.060. ~~of these bylaws. Such rules or requirements shall supersede the rules or requirements of these sections of these bylaws.~~

**Article 5 Board of Directors**

**5.010. Duties of the Board.**

**5.020. Publication of Board ~~Action~~ Decisions and Minutes.**

**5.030. Appeals of Board ~~Action~~ Decisions.**

**5.040. ~~Powers of the Board~~ Removal of Officers and Committee Members.**

**5.050. RI Meetings.**

~~5.050.~~ **5.060. Board Meetings of the Board.**

~~5.060.~~ **Voting by Communication.**

**5.070. Executive Committee.**

**5.080. Terms and Qualifications of Directors.**

**5.090. Disability of Board Member.**

~~5.080. Vacancies in Board Membership~~ **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 its RI's ideals, ethics, and unique features ~~of organization, and its extension~~ 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
- (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.**

~~In order to fulfill the purposes of article 3 of the RI constitution, the~~ The board shall adopt a strategic plan. The board shall oversee its implementation in each zone. The board shall and report on the progress of the strategic plan it at each meeting of the 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 Action Decisions and Minutes.**

~~All The minutes of board meetings and board action shall be available to all members by posting to Rotary's on RI's website within 60 days after such a board meeting or action. Additionally, all appendices~~ All appendixes filed with the official records of the minutes, except those the board deems confidential or proprietary, shall be made available to a member Rotarian upon request, except any materials that are deemed by the board to be confidential or proprietary may be excluded.

**5.030. Appeals of Board Action Decisions.**

~~Action by the board shall be subject only to appeal through a ballot by mail submitted to the district representatives of the council on legislation under rules to be established by the board. A decision of the board may only be appealed through a ballot of the representatives of the council on legislation, under rules set by the board. An appeal shall be duly filed with the general secretary by a 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 of the concurring clubs must be located 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. The appeal and concurrences must be received no later than four months after the action of the board is taken and the Within 90 days after receipt, the general secretary shall conduct said ballot by mail within ninety (90) days thereafter a ballot of the council representatives. Such appeal shall be in the form of a resolution duly adopted at a regular meeting of the club and certified by the president and secretary. The only question to be considered by for the district representatives in acting upon the appeal is whether the action decision of the board should be sustained. Provided If, however, if such an appeal is received by the general secretary within three months before the next regularly scheduled meeting of the council on legislation, then the appeal of the board action shall be submitted to the council on legislation to decide if whether the action decision of the board should be sustained.~~

**5.040. Powers of the Board Removal of Officers and Committee Members.**

**5.040.1. Directs and Controls the Affairs of RI.**

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; and~~
- (c) ~~exercising such other powers conferred upon the board by the constitution, by the bylaws, and by the Illinois General Not for Profit Corporation Act of 1986, and any amendments thereto.~~

**5.040.2. Controls and Supervises Officers and Committees.**

~~The board shall exercise control and supervision over all officers, officers elect, officers nominee, and committees of RI. The board may remove an officer, officer-elect, officer-nominee, or committee member for cause following after a hearing. The At least 60 days before the hearing, the board shall give the person to be removed must be provided written notice containing a copy of the charges at least 60 days before the hearing thereon. Such notice shall specify and the time, and place, and manner of such the hearing, which and shall be served personally in person, by mail, or by other rapid means of communication. At the hearing, such the person may be represented by counsel. A vote to remove such officer, officer-elect, officer-nominee, or committee member must be passed by Removal of the person requires a two-thirds vote of the entire board. The board shall may also have the additional exercise the powers provided in section 6.120.17.060.~~

**5.040.3. Oversight of the Implementation of the RI Strategic Plan.**

~~Each director shall oversee the implementation of RI's strategic plan within the zone from which the director was elected and the alternate/ its paired zone.~~

**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 is excluded solely on the basis of national citizenship.

~~5.050.~~ **5.060. Board Meetings of the Board.**

~~5.050.1.~~ **5.060.1. Time, Place, and Notice Frequency, Notice, and Manner.**

~~The board shall meet at such times and places 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. Notice of meetings shall be given by the general secretary to all directors at least 30 days preceding the commencement of the meeting unless such notice is waived. At least two meetings of the board shall be held in each year. In lieu of in person meetings, the use of Official meetings, and any director's participation, may be in person, by teleconferencing, internet, and other communications equipment, may be utilized for an official meeting of the board. The board may transact business without meeting by unanimous written consent. The president-nominee shall be a non-voting participant at board meetings.~~

~~5.050.2.~~ 5.060.2. Quorum.

~~A majority of the board members shall constitute is a quorum for the transaction of all business, except for items requiring when the RI constitution or bylaws require a larger vote as provided for in the RI constitution or bylaws.~~

~~5.050.3.~~ 5.060.3. First Meeting of Year.

~~The incoming board shall meets immediately following after the annual convention. The incoming president shall designate the at a time, and place, and manner set by the incoming president of such meeting. The actions taken at such the meeting must be approved by the board on or Decisions at the meeting must be ratified after 1 July 30 June at a meeting or by one of the methods described a method in section 5.060., and shall be effective only after such approval 5.060.1. in order to take effect.~~

~~5.050.4. Additional Participants.~~

~~The president nominee shall be a non-voting participant at meetings of the board.~~

**5.060. Voting by Communication.**

~~5.060.1. Informal Meetings.~~

~~The directors may participate in and act at any meeting of the board through the use of a conference telephone, internet, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.~~

~~5.060.2. Informal Action.~~

~~The board may transact business without meeting together by unanimous written consent of all directors.~~

**5.070. Executive Committee.**

~~The board may appoint an executive committee to be composed of at least five but no more than to seven of its members, including any 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 to such executive committee its authority to make decisions on behalf of the board between meetings of the board. Such authority is limited to the executive committee but only on matters where the within RI's established policy. of RI has been established. The board prescribes the terms of reference for the executive committee, which shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board.~~

**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. 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.

**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.

~~5.080. Vacancies in Board Membership~~ **5.100. Vacancy in the Office of Director.**

5.080.1. Alternates.

~~At any time if~~ If the office of a director becomes is vacant, due to whatever for any reason, the board shall elect the alternate selected at the time when the director was elected, who serves from the same zone (or section in the zone) to serve as director for the rest of the term.

5.080.2. Alternate Unable to Serve.

~~If the alternate is unable to~~ 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. Such vote shall take place at its next meeting or through voting by communication, as determined 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.

~~6.020.~~ **6.030.** Selection of Vice-President and Treasurer.

~~6.030.~~ **6.040.** Election and Term of General Secretary.

~~6.040.~~ Directors Not Eligible for Re-election.

**6.050.** Qualifications of Officers.

~~6.060.~~ Term of Office. Terms of Officers.

**6.070.** Vacancy in the Office of President.

**6.080.** Vacancy in the Office of President-elect.

**6.090.** ~~Vacancies~~ Vacancy in the Offices of Vice-President or Treasurer.

~~6.100.~~ Vacancy in the Office of General Secretary.

~~6.110.~~ Disability of Board Member.

~~6.120.~~ Vacancy in the Office of Governor.

~~6.130.~~ **6.100.** Compensation of Officers.

~~6.140.~~ Duties of Officers.

**6.010. Election of Officers at Convention.**

The officers to be elected at the annual convention ~~shall be~~ are the president, directors, and governors of RI; and the president, vice-president, and honorary treasurer of RIBI.

**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
- (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 operating 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
- (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
- (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.

~~6.020.~~ **6.030. Selection of Vice-President and Treasurer.**

The vice-president and treasurer ~~shall be~~ are selected by the incoming president at the board's first meeting from among the second-year directors serving the second year of their term of office, each to serve a term of one year for a one-year term beginning on 1 July.

~~6.030.~~ **6.040.** *Election and Term of General Secretary.*

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

~~6.040.~~ **6.040.** *Directors Not Eligible for Re-election.*

~~No person who has served a full term as director, as defined in the bylaws or as determined by the board, may again hold office as director except as a president or president-elect.~~

**6.050.** *Qualifications of Officers.*

6.050.1. *Club Membership Generally.*

Each officer ~~of RI~~ 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 ~~of RI~~ shall have served a full term as a director ~~of RI prior to~~ before being nominated ~~for such office except where to~~ serve as president, unless the board determines that service for less than a full term may be determined by the board to satisfy satisfies the intent of this provision.

~~6.050.3.~~ *Director.*

~~A candidate for the office of director of RI shall have served a full term as a governor of RI prior to being proposed as such candidate (except where service for less than a full term may be determined by the board to satisfy the intent of this provision) with at least three years of time having elapsed since service as a governor. Such candidate shall also have attended at least two institutes and one convention in the 36-month period prior to being proposed.~~

~~6.060.~~ **6.060.** *Term of Office. Terms of Officers.*

~~6.060.1.~~ *Officers.*

~~The term of each officer shall on 1 July following such election except for the office of president, director, and governor. All officers, except directors, shall serve for a term of one year or until their successors have been duly elected. All directors shall serve a term of two years or until their successors have been duly elected. 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.~~

*6.060.2. Office of President-elect.*

The person elected as president shall serve as president-elect and member of the board in the year following such election. The president-elect shall not be eligible for selection as vice-president. The president-elect shall serve as president following a one-year term as president-elect.

*6.060.3. Office of Director.*

The term of office of each director shall begin on 1 July in the year next following such election.

**6.070. Vacancy in the Office of President.**

In the event of a vacancy in If the office of president is vacant, the vice-president shall succeed to the office of becomes president and selects a new vice-president from among the remaining members of the board. ~~Vacancies on the board shall be filled in accordance with section 5.080. of the bylaws.~~

*6.070.1. Simultaneous Vacancies in the Offices of President and Vice-President.*

In the event of simultaneous vacancies in If both the offices of president and vice-president are vacant, the board shall elect from among its members (other than the president-elect) a new president who shall then select a new vice-president. ~~Vacancies on the board shall be filled in accordance with section 5.080. of the bylaws.~~

**6.080. Vacancy in the Office of President-elect.**

*6.080.1. Vacancy Prior to Next Convention.*

Where the position If the office of president-elect becomes vacant ~~prior to the adjournment of~~ before the next convention adjourns, the nominating committee for president shall select a new nominee ~~for president for the year during which such when the president-elect would have served as president.~~ Such This selection shall be made as soon as practicable at its regularly scheduled occur at the committee's next meeting or in at an emergency meeting of the committee by means set by the president. ~~If such meeting is not practicable, the selection may be made in a ballot by mail or by other rapid means of communication.~~

*6.080.2. Filling Vacancy by Nominating Committee Procedure.*

~~A The nominating committee may select as the new nominee for president the person selected pursuant to sections 12.050. and 12.060. may be named by the committee to be the new nominee for president. In such cases, the committee shall 11.050. and 11.060. and then select a new another nominee for the position of president-elect.~~

*6.080.3. Presidential Duties in Filling Vacancies.*

The president shall determines the procedure for nominations ~~to fill for a president-elect vacancy in the position of president-elect.~~ These procedures shall include ~~transmitting~~ sending the committee's report of the committee to clubs, and for nominations by clubs. ~~Such provisions shall be in harmony with and~~



~~substantially follow sections 12.060., 12.070., and 12.080. 11.060., 11.070., and 11.080.~~ to the extent that time permits. ~~In the event the proximity of the date of the vacancy to the convention does not permit a suitable period of time for the report of the committee to be mailed to all clubs and for nomination by clubs of challenging candidates in advance of the convention, the general secretary shall give such notice of the report of the committee as is reasonably possible and nominations by club delegates of challenging candidates on the floor of the convention shall be permitted. If the vacancy occurs so close to the convention that (i) the committee's report cannot be sent to all clubs and (ii) challenging candidates cannot be nominated before the convention, the general secretary shall give notice of the committee's report as is reasonably possible and club delegates may nominate challenging candidates on the floor of the convention.~~

*6.080.4. Vacancy Immediately Preceding Assumption of Office.*

~~Where the position~~ If the office of president-elect becomes vacant ~~following the adjournment of the convention immediately preceding assumption of~~ after the convention adjourns, but before taking the office of president, ~~such~~ the vacancy shall be considered as ~~occurring~~ to occur on 1 July and be filled in accordance with section 6.070.

*6.080.5. Contingencies Pertaining to for Vacancies.*

The president shall determine the procedure ~~to be followed where~~ for a contingency arises ~~for which there is no provision in~~ not contemplated by this section.

**6.090.** *Vacancies Vacancy in the Offices of Vice-President or Treasurer.*

~~In the event of~~ For a vacancy in the offices of vice-president or ~~of~~ treasurer, the president shall select a second-year director ~~in the director's second year on the board~~ to fill the unexpired term.

**6.100.** *Vacancy in the Office of General Secretary.*

~~In the event of a vacancy in the office of general secretary, the board shall elect a Rotarian for a term of up to five years to be effective as of the date determined by the board.~~

**6.110.** *Disability of Board Member.*

~~In the event that a member of the board becomes disabled, to the extent of being unable to discharge the duties of the office, as determined by a three-fourths vote of the entire board, the member shall forfeit the office upon such determination and be replaced as provided in the bylaws.~~

**6.120.** *Vacancy in the Office of Governor.*

*6.120.1. Vice-Governor.*

~~The nominating committee for governor may select one available past governor, proposed by the governor-elect, to be named vice-governor who shall serve during the year following selection. The role of the vice-governor will be to~~

~~replace the governor in case of temporary or permanent inability to continue in the performance of the governor's duties. If no selection is made by the nominating committee, the governor-elect may select a past governor as vice-governor.~~

~~6.120.2. Authority of Board and President.~~

~~If there is no vice-governor, the board is authorized to elect a qualified Rotarian to fill a vacancy in the office of governor for the unexpired term. The president may appoint a qualified Rotarian as acting governor until such vacancy is filled by the board.~~

~~6.120.3. Temporary Inability to Perform Duties of Governor.~~

~~If there is no vice-governor, the president may appoint a qualified Rotarian as acting governor during a period of temporary inability of a governor to perform the duties of governor.~~

~~6.130.~~ **6.100.** *Compensation of Officers.*

The general secretary shall be the only officer to receive compensation, as set by the board. ~~The board shall fix such compensation.~~ 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 pursuant to by the board's expense reimbursement policy established by the board.

~~6.140.~~ *Duties of Officers.*

~~6.140.1. President.~~

~~The president shall be the highest officer of RI. As such, the president:~~

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

~~6.140.2. President-elect.~~

~~The president-elect shall have only such duties and powers as arise from these bylaws and from membership on the board, but may be assigned further duties by the president or the board.~~

~~6.140.3. General Secretary.~~

~~The general secretary shall be the chief operating officer of RI. As chief operating officer, the general secretary shall be responsible for the day-to-day management of RI under the direction and control of the board. The general secretary shall be responsible to the president and board for the implementation of its policies and for the operations and administration, including the financial operation, of RI. The general secretary also shall communicate with Rotarians and clubs the~~

policies established by the board. The general secretary shall be solely responsible for the supervision of the secretariat staff. The general secretary shall make an annual report to the board. Upon approval by the board, the annual report shall be submitted to the convention. The general secretary shall give bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

~~6.140.4. Treasurer.~~

~~The treasurer shall regularly receive financial information from and confer with the general secretary regarding the management of RI finances. The treasurer shall make appropriate reports to the board and shall also make a report to the annual convention. The treasurer shall have only such duties and powers as arise from membership on the board, but may be assigned further duties by the president or by the board.~~

## **Article 7 Council on Legislation**

**7.010.** Types of Legislation.

**7.020.** Who May Propose Legislation.

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

**7.040.** Purpose and Effect Statement.

~~7.035.~~ **7.050.** Deadline for Proposed Enactments and Position Statements.

~~7.037.~~ **7.060.** Duly Proposed Enactments; Defective Proposed Enactments and Position Statements.

~~7.040.~~ **7.070.** Review of Proposed Legislation.

~~7.050.~~ Board Examination of Proposed Legislation.

**7.080.** Interim Provisions.

~~7.060.~~ Consideration of **7.090.** Emergency Legislation.

### **7.010. Types of Legislation.**

~~Legislation to be considered by the~~ The council on legislation shall be limited to proposed consider enactments and proposed position statements. Legislation Enactments are legislation seeking to amend the constitutional documents shall be known as proposed enactments. Legislation Position statements are legislation seeking to state a RI's position of RI shall be known as proposed position statements.

### **7.020. Who May Propose Legislation.**

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

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

~~Proposed enactments from a club~~ Club-proposed enactments must be endorsed by the clubs of the its 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 ~~through~~ by a club ballot-by-mail conducted by the governor. ~~Such~~ Any club ballot-by-mail shall follow the procedures in section ~~14.040.~~ 13.050. as closely as possible. ~~An proposed~~ enactment delivered to the general secretary shall be ~~accompanied by a certificate from~~ certified by the governor ~~stating that it has been considered by the district conference, a district legislation meeting, RIBI district council, or in a ballot-by-mail and has been endorsed.~~ and Districts should not propose or endorse more than a total of five proposed 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.

**~~7.035.~~ 7.050. Deadline for Proposed Enactments and Position Statements.**

~~Proposed enactments shall be delivered to the general secretary in writing no later than~~ The general secretary must receive enactments by 31 December in the year preceding ~~before~~ the council. The board may propose ~~and deliver to the general secretary~~ enactments it determines to be ~~of an urgent nature no later than~~ by 31 December in the year of ~~before~~ the council ~~on legislation convenes.~~ Position statements also may be offered by the board and acted upon by the council on legislation at The board may propose position statements any time prior to the adjournment of ~~before~~ the council ~~on legislation adjourns.~~

**~~7.037.~~ 7.060. Duly Proposed Enactments; Defective Proposed Enactments and Position Statements.**

~~7.037.1.~~ 7.060.1. Duly Proposed Enactments.

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

- ~~(a) it is delivered to the general secretary under the deadlines contained in section 7.035. of the bylaws;~~
- ~~(b) it complies with the requirements of section 7.020. of the bylaws regarding who may propose legislation;~~
- ~~(c) when it is proposed by a club, the requirements of section 7.030. of the bylaws regarding district endorsement have been met; and~~
- ~~(d) the proposer provides a statement of purpose and effect, not to exceed 300 words, identifying the issue or problem that the legislation seeks to address and explaining how the proposal addresses or resolves such problem or issue.~~

~~7.037.2.~~ 7.060.2. Defective Enactments.

~~An~~ proposed enactment is defective if it:

- ~~(a) it is subject to two or more inconsistent meanings;~~

- (b) ~~it~~ fails to amend all affected parts of the constitutional documents;
- (c) ~~its adoption~~ would violate governing law;
- (d) ~~it~~ would amend the standard Rotary club constitution in a way that would to conflict with the RI bylaws or the RI constitution ~~or it~~
- (e) would amend the RI bylaws in a way that would to conflict with the RI constitution;
- (e) (f) ~~it~~ would be impossible to administer or enforce.

~~7.037.3.~~ 7.060.3. Defective Proposed Position Statements.

A ~~proposed~~ position statement is defective if it is in the form of a position statement, ~~but~~ it fails to state a proposed position of RI.

~~7.040.~~ 7.070. Review of Proposed Legislation.

The constitution and bylaws committee shall review ~~all~~ legislation submitted to the general secretary ~~for transmittal to the council on legislation and may:~~ approve the purpose and effect statements for legislation before publication.

~~7.040.1.~~ on behalf of the board, recommend to proposers suitable changes to ~~correct proposed legislation that is defective;~~

~~7.040.2.~~ on behalf of the board, recommend to proposers of substantially similar legislation ~~compromise legislation in substitution for their proposals;~~

~~7.040.3.~~ recommend to the board for transmittal by the general secretary to the council ~~alternate legislation which best expresses the objective of the similar legislation where proposers cannot agree to compromise legislation;~~

~~7.040.4.~~ recommend to the board whether legislation is duly proposed and whether it is defective;

~~7.040.5.~~ recommend to the board that the general secretary not transmit to the council on legislation ~~legislation determined by the committee to be defective;~~ and

~~7.040.6.~~ carry out other duties defined in ~~subsection 9.140.2.~~

~~7.050.~~ Board Examination of Proposed Legislation.

The board (~~by~~ authorizes the constitution and bylaws committee acting on its behalf) ~~shall~~ to examine the text of all proposed legislation, and shall advise the proposers of any defects, ~~in the proposed legislation and recommend, where feasible, corrective action.~~

~~7.050.1.~~ 7.070.1. Similar Legislation.

Where For substantially similar legislation is proposed, the board (~~by~~ authorizes the constitution and bylaws committee acting on its behalf) ~~may~~ to recommend compromise legislation to the proposers. Where If the proposers do not agree to such the compromise legislation, the board, on the advice of the constitution and

bylaws committee, may direct the general secretary to transmit to the council ~~on~~ legislation alternate legislation which best that expresses the objective of the similar proposals. ~~Such compromise~~ Compromise and alternate legislation, shall be so designated as such and shall, is not be subject to the established deadlines.

~~7.050.2:~~ 7.070.2. Legislation Not Transmitted to the Council on Legislation.  
Where If the board, ~~on the advice of the constitution and bylaws committee, acting in accordance with section 7.040.4.,~~ determines that proposed legislation is not duly proposed, or is duly proposed but defective, ~~the board shall direct that the legislation not be transmitted to the council on legislation for consideration, and where it determines that proposed legislation is defective, the board may direct that the proposed legislation not be~~ it is not transmitted to the council ~~on~~ legislation for consideration. In the event of any such action by the board, The general secretary shall notify the proposer, who then shall thereupon be notified by the general secretary. In either such event, the proposer must secure the consent of two-thirds of the ~~members of the council~~ representatives to have the proposed legislation considered by the council ~~on~~ legislation.

~~7.050.3:~~ 7.070.3. Amendments to the Council and Transmittal of Legislation.  
All amendments Amendments to legislation must be submitted by the proposers to the general secretary ~~not later than~~ by 31 March of the year ~~preceeding~~ before the council, ~~on~~ legislation unless the deadline is extended by the board (through the constitution and bylaws committee ~~acting on its behalf~~).

7.070.4. Transmittal of Legislation.  
Subject to the provisions of section ~~7.050.2.,~~ the The general secretary shall transmit to the council ~~on~~ legislation all duly proposed and not defective legislation, including all timely amendments.

~~7.050.4:~~ 7.070.5. Publication of Proposed Legislation.  
The general secretary will provide a copy of all duly proposed and not defective legislation together with the proposer's statement of purpose and effect, as reviewed and approved by the constitution and bylaws committee, to each governor, ~~to all~~ and council members of the council ~~on~~ legislation, and to the secretary of any club that requests it, ~~no later than~~ by 30 September in the year ~~of~~ the council ~~on~~ legislation shall be convened. The proposed legislation also will be made available via Rotary's website.

~~7.050.5:~~ 7.070.6. Council Consideration of Legislation.  
The council ~~on~~ legislation shall consider and act upon ~~such~~ duly proposed and not defective legislation and any ~~proffered~~ amendments.

**7.080. Interim Provisions.**  
Interim provisions shall expire when they are no longer applicable.

~~7.060. Consideration of 7.090. Emergency Legislation.~~

~~The board, b By a two-thirds 90 percent vote of the entire board, may declare that an emergency exists and authorize consideration of legislation as follows: extraordinary council may be called in accordance with article 10, section 5 of the RI constitution.~~

~~7.060.1. Emergency Legislation Considered by the Council.~~

~~Legislation proposed to an extraordinary meeting of the council may be considered at such council even though such legislation does not comply with the prescribed dates for filing such legislation as prescribed by the respective constitutional documents, provided that the procedures prescribed therein shall be An extraordinary council may consider legislation that does not comply with the filing dates prescribed by the constitutional documents, so long as the prescribed procedures are followed to the extent that time permits.~~

~~7.060.2. Adoption of Legislation.~~

~~Adoption of emergency legislation at an extraordinary council requires a A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation by the council in an emergency under these provisions.~~

**Article 8 Council on Resolutions**

**8.010.** Meeting of the Council on Resolutions.

**8.020.** Resolutions.

**8.030.** Who May Propose Resolutions.

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

**8.050.** Deadline for Proposed Resolutions.

**8.060.** Duly Proposed Resolutions; Defective Proposed Resolutions.

**8.070.** Review of Proposed Resolutions.

**8.080.** ~~Board Examination of Proposed Resolutions.~~ Resolutions Not Transmitted to the Council.

**8.090.** Council Consideration of Resolutions.

**8.100.** Adoption of Resolutions.

**8.010.** *Meeting of the Council on Resolutions.*

~~There shall be a A council on resolutions conducted convenes annually. The council on resolutions shall be convened through by electronic communications means to consider resolutions.~~

**8.020.** *Resolutions.*

~~Proposals that Resolutions are expressions of opinions of by the council on resolutions shall be known as 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 Resolutions.**

~~Proposed resolutions from a club~~ Club-proposed resolutions must be endorsed by ~~the clubs of the its~~ district at a district conference, a district legislation meeting, ~~or~~ RIBI district council, ~~or a club ballot~~. A proposed resolution delivered to the general secretary shall be ~~accompanied by a certificate from~~ certified by the governor ~~stating that it has been considered by the district conference, a district legislation meeting, RIBI district council, or in a ballot~~ by mail and has been endorsed.

**8.050. Deadline for Proposed Resolutions.**

~~Proposed resolutions shall be delivered to the general secretary in writing no later than~~ The general secretary must receive proposed resolutions by 30 June in the year ~~prior to the year in which they are to be considered by~~ before the council on resolutions convenes. ~~Resolutions also may be offered by the board and acted upon by the council on resolutions at any time prior to the adjournment of the council. The board may propose resolutions any time before the council adjourns.~~

**8.060. Duly Proposed Resolutions; Defective Proposed Resolutions.**

**8.060.1. Duly Proposed Resolutions.**

A ~~proposed~~ resolution is duly proposed if: it complies with sections 8.030., 8.040., and 8.050.

- ~~(a) it is delivered to the general secretary under the deadlines contained in section 8.050. of the bylaws;~~
- ~~(b) it complies with the requirements of section 8.030. of the bylaws regarding who may propose a resolution; and~~
- ~~(c) when it is proposed by a club, the requirements of section 8.040. of the bylaws regarding district endorsement have been met.~~

**8.060.2. Defective Resolutions.**

A ~~proposed~~ resolution is defective if it:

- ~~(a) it would require an action, or express an opinion, that is in conflict with the letter or spirit of the constitutional documents; or~~
- ~~(b) it is not within the framework of the RI's program of RI.~~

**8.070. Review of Proposed Resolutions.**

~~The constitution and bylaws committee shall review all proposed resolutions submitted to the general secretary for transmittal to the council on resolutions and may recommend to the board whether:~~

~~8.070.1. a proposed resolution is duly proposed; and~~

~~8.070.2. the general secretary not transmit to the council on resolutions proposed resolutions determined by the committee to be defective.~~

**8.080. Board Examination of Proposed Resolutions.**

The board ~~(by~~ authorizes the constitution and bylaws committee ~~acting on its behalf)~~ shall examine the text of all proposed resolutions and shall advise the



proposers of any defects ~~in the proposed resolutions.~~ The committee recommends to the board if the resolution is duly proposed and not defective.

~~8.080.1.~~ **8.080.** *Resolutions Not Transmitted to the Council.*

~~Where If the board, on the advice of the constitution and bylaws committee, determines that proposed resolutions are not duly proposed, or are duly proposed but defective, the board shall direct that the proposed resolutions not be they are not transmitted to the council for consideration. In the event of any such action by the board, the proposer shall thereupon be notified by the general secretary and the general secretary shall notify the proposers.~~

~~8.080.2.~~ **8.090.** *Council Consideration of Resolutions.*

~~The council on resolutions shall consider and act upon such duly proposed resolutions.~~

~~8.080.3.~~ **8.100.** *Adoption of Resolutions.*

~~Resolutions may be adopted by the~~ Adoption of resolutions requires an affirmative vote of at least a majority of those voting at the council on resolutions.

## **Article 9 Members of the Council on Legislation and Council on Resolutions**

~~9.010.~~ Members of the Council on Legislation and Council on Resolutions Representatives.

~~9.020.~~ Qualifications of Voting Members of the Councils Representatives.

~~9.030.~~ Duties of District Representatives to the Councils.

~~9.040.~~ Terms of Representatives.

~~9.050.~~ Designation and Duties of Officers.

~~9.060.~~ **9.050.** Selection of Representatives by Nominating Committee Procedure.

~~9.070.~~ **9.060.** Election of Representatives at the District Conference.

~~9.080.~~ **9.070.** Election of Representatives Through Ballot by Mail by Club Ballot.

~~9.090.~~ Notice.

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

~~9.090.~~ Representative or Alternate Unable to Serve.

~~9.100.~~ Credentials Committee.

~~9.110.~~ Council Officers.

~~9.110.~~ Members at Large.

~~9.120.~~ Council Operations Committee.

~~9.120.~~ **9.130.** Quorum for the Councils and Voting.

~~9.130.~~ **9.140.** Procedures of the Councils.

~~9.140.~~ Council Operations Committee; Duties of the Constitution and Bylaws Committee.

~~9.150.~~ Action of the Councils Post-Council Proceedings.

~~9.160.~~ Site Selection.

~~9.170.~~ **9.160.** Extraordinary Meetings of the Council.

~~9.180.~~ Interim Provisions.

**9.010. Members of the Council on Legislation and Council on Resolutions.**  
The council on legislation and the council on resolutions shall be composed of the following voting and non-voting members:

~~9.010.1. Representatives.~~

~~Representatives are the voting members of the council on legislation and council on resolutions. There shall be Each district elects one representative elected by the clubs of each district as provided in sections 9.050., 9.060., and 9.070., and 9.080. Each A non-districted club shall ~~designate a convenient~~ select a district whose representative shall represent the club. The representative shall be a voting member.~~

~~9.010.2. Chair, Vice Chair, and Parliamentarian.~~

~~A chair, vice chair, and parliamentarian of the councils shall be selected by the incoming president in the year immediately prior to the council on legislation and shall serve for three years or until a successor has been selected. The chair and vice chair shall be non-voting members except that, when presiding, either may cast the deciding vote in the case of a tie vote.~~

~~9.010.3. Constitution and Bylaws Committee.~~

~~The members of the constitution and bylaws committee of RI shall be non-voting members of the councils and shall serve on the council operations committee. They shall have the duties and responsibilities as provided in subsections 9.140.1. and 9.140.2.~~

~~9.010.4. President, President elect, Directors, and General Secretary.~~

~~The president, president elect, other members of the board, and general secretary shall be non-voting members of the councils.~~

~~9.010.5. Past Presidents.~~

~~All past presidents of RI shall be non-voting members of the councils.~~

~~9.010.6. Trustees.~~

~~A trustee of The Rotary Foundation, elected by the trustees, shall be a non-voting member of the councils.~~

~~9.010.7. Members at Large.~~

~~There may be as many as three members at large who shall be non-voting members of the councils on legislation if appointed by the president. Such members at large shall have the duties and responsibilities as hereinafter provided in section 9.110. and shall serve under the direction of the chair of the council.~~

**9.020. Qualifications of Voting Members of the Councils Representatives.**

**9.020.1. Club Member.**

Each member of a council representative shall

- (a) be a member of a club in the district represented.

**9.020.2. Past Officer.**

Each representative shall

- (b) have served a full term as an ~~officer of RI~~ officer at the time of election. However, ~~upon certification by the governor, with the concurrence of the president of RI that no past officer is available in the district if the governor certifies, and the RI president concurs, that no past officer is available in the district,~~ a Rotarian who ~~has~~ served less than a full term as governor or the governor-elect may be elected.

**9.020.3. Qualifications.**

~~To qualify for service at a council, a representative must be informed of the qualifications and submit to the general secretary a signed statement that the Rotarian~~

- (c) ~~understands the qualifications, duties, and responsibilities of a representative; is and be qualified, willing, and able to assume and perform faithfully such the duties and responsibilities of a representative.; and shall attend the meeting of the council on legislation for its full duration and actively participate in the council on resolutions.~~

**9.020.4. 9.020.1. Not Eligible.**

~~A Non-voting members of a the councils or a and full-time, salaried employees of RI, ~~or of any districts, or any club(s) shall~~ clubs shall not be eligible to serve as a voting members of a the councils.~~

**9.030. Duties of District Representatives to the Councils.**

~~It shall be the duty of a A representative to shall:~~

- (a) assist clubs in preparing ~~their proposals for each council~~ enactments and resolutions;
- (b) discuss ~~proposed~~ legislation and resolutions at ~~the~~ district conferences and ~~or~~ other district meetings;
- (c) be knowledgeable ~~of the existing~~ about the attitudes of Rotarians within the district;
- (d) ~~give critical consideration to~~ consider carefully all legislation and ~~proposed~~ resolutions presented to the councils and effectively communicate ~~those~~ 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;
- (h) report on ~~the council~~ council deliberations ~~of the councils~~ to the clubs of the district, ~~following the meetings of the councils;~~ and
- (i) ~~be accessible to clubs in the district to assist in their preparation of proposals for future councils.~~

**9.040. Terms of Representatives.**

The term of each a representative ~~shall~~ begins on 1 July in the year ~~following after~~ the year ~~in which they are to be selected~~ of selection. Each representative shall serve for a term of three years or until a successor ~~has been~~ is selected and certified.

**9.050. Designation and Duties of Officers.**

The council officers shall consist of the chair, vice chair, parliamentarian, and secretary.

**9.050.1. Chair.**

The chair shall be the presiding officer of the councils and shall have such other duties as may be specified in the bylaws and in the applicable rules of procedure and as generally pertain to such office.

**9.050.2. Vice Chair.**

The vice chair shall serve as presiding officer as the chair may determine or as circumstances may otherwise require. The vice chair shall also assist the chair as determined by the chair.

**9.050.3. Parliamentarian.**

The parliamentarian shall advise and counsel the chair and the councils on matters of parliamentary procedure.

**9.050.4. Secretary.**

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

**9.060. 9.050. Selection of Representatives by Nominating Committee Procedure.**

**9.060.1. Selection.**

The representative and the an alternate representative should be selected by a nominating committee procedure based on section 13.030. to the extent it is 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. The nominating committee procedure, including any challenges and a resulting election, shall be conducted and completed in the year two years preceding the council on legislation. The nominating committee procedure shall be based on the nominating committee procedure for district governors set forth in section 14.020. to the extent it is not in conflict with this section. A candidate for representative shall not be eligible to serve on the committee. Representatives shall be selected by 30 June of the year two years before the council on legislation.

**9.060.2. Failure to Adopt a Method for Selecting Members of a Nominating Committee.**

Any district that fails to adopt a method for selecting members of a nominating committee shall utilize as its nominating committee 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 be eligible to serve on the committee.

~~9.060.3.~~ *Representative and Alternate Unable to Serve.*

~~Where neither the representative nor the alternate representative is able to serve, the governor may designate some other duly qualified member of a club in the district to be the representative to the councils.~~

~~9.070.~~ **9.060.** *Election of Representatives at the District Conference.*

~~9.070.1.~~ **9.060.1.** *Election.*

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

~~9.070.2.~~ **9.060.2.** *Nominations.*

~~Any club in a district~~ A club may nominate a qualified member of any club in the district ~~for representative where such member has indicated a willingness and ability~~ who is willing and able to serve. The club president and secretary shall certify ~~such~~ the nomination in writing and forward it to the governor. ~~Such certification must include the signatures of the club president and secretary.~~ Such nomination shall be forwarded to the governor for presentation to the electors of the clubs at the district conference. 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.

~~9.070.3.~~ **9.060.3.** *Selection of Representatives and Alternates.*

~~The candidate receiving a majority of the votes east shall be~~ 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 ~~failing to receive not receiving~~ a majority of the votes east shall be is the alternate representative, ~~to serve~~ serving only in the event if the representative is unable to serve. ~~When there are more than two candidates, the balloting shall be by single transferable ballot.~~ At such point in the balloting by the single transferable ballot system that one candidate receives a majority of the votes east, the candidate who has the second highest number of votes shall be the alternate representative. Each club shall designate one elector to cast all of 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 cast for the same ordered choices of candidates.~~ Voting procedure shall follow sections 13.050. and 13.050.1. to the extent possible.

~~9.070.4.~~ **9.060.4.** *One Candidate for Representative.*

~~No~~ If there is only one candidate, no ballot shall be is required, and where there is only one nominee in a district. In such cases, the governor shall declare such

~~nominee that candidate the representative to the councils. The governor shall also and appoint a qualified Rotarian who is a member of a club in the district as the alternate representative.~~

~~9.070.5. Suggestions by Clubs for Representative.~~

~~In the event the club nominating the candidate is not the candidate's club, for the nomination to be accepted, the candidate's club shall expressly agree in writing, and such document should be signed by both the club's president and secretary.~~

~~9.080. 9.070. Election of Representatives Through Ballot by Mail by Club Ballot.~~

~~9.080.1. Board 9.070.1. Authorization for Club Ballot by Mail.~~

~~In certain circumstances, the The board may authorize a district to select the representative and the alternate representative to the councils in a ballot by mail 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.~~

~~In such case, the The governor shall prepare and cause to be mailed to the secretary of every club in the district send an official call for nominations for representative to the clubs in the district. All The club president and secretary shall send certified nominations to the governor must be made in writing and signed by the president and the secretary of the club. 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. The All nominations must be received by the governor on or before a date to be fixed by the date set by the governor. The governor shall cause to be prepared and mailed to each club a ballot naming in alphabetical order the qualified nominees so offered and shall conduct the ballot by mail. Those candidates whose written requests for exclusion from the ballot are received no later than the date fixed by the governor shall be excluded from such ballot. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The governor may appoint a committee for the purpose of conducting the ballot by mail procedure as provided herein.~~

~~9.080.2. 9.070.3. Election Through Ballot by Mail By Club Ballot.~~

~~A majority vote of electors present and voting at a district conference may vote to have the selection of the representative and the alternate representative to the councils pursuant to a ballot by mail. The ballot by mail shall be conducted in~~

~~the month immediately following such annual district conference. 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 16.050.1. The governor may appoint a committee to conduct the club ballot, substantially following this section. Such ballot by mail shall be conducted in accordance with the provisions set forth in subsection 9.080.1.~~

~~9.080.3. *Suggestions by Clubs for Representative.*~~

~~In the event the club nominating the candidate is not the candidate's club, for the nomination to be accepted, the candidate's club shall expressly agree in writing, and such document should be signed by both the club's president and secretary.~~

~~9.090. Notice **9.080. Report and Publication of Representatives' Names.**~~

~~9.090.1. *9.080.1. Report of Representative by Governor to General Secretary.*~~

~~The governor shall report the names of the representative and the alternate representative to the councils shall be reported by the governor to the general secretary immediately following their selection.~~

~~9.090.2. *9.080.2. Publication of Representatives to Council Meetings.*~~

~~At least 30 days prior to the convening of each before a council convenes, the general secretary shall publish to each representative the names of all representatives as reported by the governors.~~

~~9.090.3. *Publication of Names of Chair, Vice Chair, and Parliamentarian.*~~

~~The names of the chair, vice chair, and parliamentarian shall be published by the general secretary to all clubs.~~

~~**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 Committee.**~~

~~The president shall appoint a credentials committee which shall meet in advance of the council on legislation. The committee shall to examine and certify the credentials. Any action of the committee may be reviewed 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, all past presidents, president-elect, other board members, 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.

~~**9.110. Members-at-Large.**~~

~~Immediately following the After publication of the ~~proposed~~ legislation, the council chair of the ~~council on legislation shall~~ assigns each member-at-large items of ~~proposed~~ legislation. Each member-at-large shall study ~~all proposed~~ the legislation ~~so assigned~~ and be prepared to facilitate its consideration ~~of and in~~ order to inform the council on legislation ~~with respect to comments for or against adoption of the respective items of legislation which have~~ on matters not been ~~covered~~ 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.

~~9.120.~~ **9.130.** *Quorum for the Councils and Voting.*

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

~~9.130.~~ **9.140.** *Procedures of the Councils.*

~~9.130.1.~~ **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. Subject to section 9.140., each~~ Each council on legislation may adopt ~~such~~ rules of procedure as it deems necessary to govern the conduct of for its deliberations. ~~Such~~ The rules shall be ~~in harmony~~ not conflict with the bylaws and shall remain in effect until ~~changed by a subsequent council on legislation~~ a later council adopts new rules. ~~Each council on resolutions shall be conducted according to rules of procedure adopted by the council operations committee.~~

~~9.130.2.~~ **9.140.2.** *Appeal.*

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

~~9.140.~~ **9.140.** *Council Operations Committee; Duties of the Constitution and Bylaws Committee.*

~~There shall be a council operations committee composed of the chair, the vice-chair, and the members of the constitution and bylaws committee. The chair of the council shall be the chair of the council operations committee.~~

~~9.140.1.~~ **9.140.1.** *Duties of the Council Operations Committee.*

~~The council operations committee shall recommend rules of procedure and the order of consideration for proposed legislation for the council on legislation and shall adopt rules of procedure and the order of consideration for the council on resolutions. The committee shall also draft and revise for the council on legislation, where feasible, amendments to correct defects identified by the committee or council in any proposed legislation or amendments thereof. The committee shall further make correlative amendments to the bylaws and the standard club constitution to give full effect to enactments adopted by the council and prepare the report to the council on legislation which shall note any correlative amendments.~~

*9.140.2. Further Duties of the Members of the Constitution and Bylaws Committee.*

The constitution and bylaws committee shall review and approve the purpose and effect statements for all legislation prior to publication. Immediately following the publication of the proposed legislation, the chair of the council shall assign each member of the constitution and bylaws committee items of proposed legislation. Each constitution and bylaws committee member shall study all proposed legislation so assigned and be prepared to inform the council on legislation with respect to the purpose, background, and effect of the respective items of legislation and of any defects in such items.

**9.150. Action of the Councils Post-Council Proceedings.**

*9.150.1. Report of the Chair Reports.*

The Within ten days after a council adjourns, the chair shall transmit send a report to the general secretary a comprehensive report of action by the council on legislation and council on resolutions within ten days following adjournment of the council about the council's actions.

*9.150.2. Report of the General Secretary.*

The Within two months after a council adjourns, the general secretary shall transmit to the secretary of each club a report of action by the council on legislation or council on resolutions on send a report to each club about all adopted legislation or resolutions adopted by the councils within two months of the adjournment of each council. The report shall be accompanied by a form for use by any club desiring to where a club may record its opposition to legislation adopted by the council on legislation.

*9.150.32. Opposition to Council Action 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. Forms from clubs recording opposition to action by a council on legislation in adopting any legislation Opposition forms must be certified by the club presidents and received by the general secretary no later than the date stated in the report by the general secretary, which shall be at least two months after the mailing of such report by the deadline. The general secretary shall examines and tabulates all such forms duly received from clubs recording opposition to action by a council on legislation.

*9.150.43. Suspension of Council Action Adoptions.*

The action of a A council's adoption of on such legislation shall be is suspended where if oppositions are received from clubs representing at least 5 percent of the votes all clubs are entitled to be cast by the clubs file forms recording their opposition.

~~9.150.54. *Vote by Clubs Through Ballot by Mail Club Ballot.*~~

~~If one or more items of approved legislation are suspended due to opposition by clubs, the Any club may vote on suspended legislation. The general secretary shall prepare and distribute a ballots to the secretary of each club within one month following such after the suspension. The ballot shall submit the question of asks whether the action of the council should be sustained in regard to council's adoption of the suspended item of legislation should be sustained. The number of a club's votes is determined by the formula in subsection 16.050.1. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the adjournment of the council. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The ballots by clubs A ballot must be certified by the club presidents and received by the general secretary no later than by the date stated deadline on the ballots, which shall be allowing clubs at least two months after the mailing of such ballots to vote.~~

~~9.150.65. *Balloting Committee Meeting.*~~

~~The president shall appoints a balloting committee which shall meet at and sets a time, place, and manner for ballot counting and place determined by the president to examine and count the ballots. The ballots by clubs in regard to suspended legislation shall be counted by the balloting committee within two weeks after the last date for the receipt of such ballots of the ballot deadline. The balloting committee shall certify its report of the balloting report the results to the general secretary within five days of the committee's adjournment after it adjourns.~~

~~9.150.76. *Results of Balloting.*~~

~~If a majority of the votes entitled to be cast by clubs are to rejects the action of a council on legislation council's adoption, the action of the council in regard to such item shall be the adoption is nullified from the date of the suspension. Otherwise, the suspended action shall be adoption is reinstated as if no suspension occurred.~~

~~9.150.87. *Effective Date of Council Action Adoptions.*~~

~~Action by a council regarding A council's adoption of legislation or resolutions shall become effective takes effect on 1 July immediately following after adjournment of the council, unless suspended by action of clubs oppositions under the provisions of subsection 9.150.43.~~

~~**9.160. *Site Selection.***~~

~~Pursuant to article 10, section 2 of the RI constitution, the board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a site for the council on legislation.~~

~~9.170.~~ **9.160.** *Extraordinary Meetings of the Council.*

~~9.170.1.~~ **9.160.1.** *Notice.*

~~An extraordinary meeting of the council on legislation may be called by the board in accordance with article 10, section 5 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be mailed sent to governors no later than 60 days before the meeting is scheduled to convene. The governors shall forthwith promptly notify the clubs in their districts and as soon as possible inform the general secretary of the names of the Rotarians who will represent their respective districts at such a meeting their clubs, their council representative, and their alternate.~~

~~9.170.2.~~ *Adoption of Enactments.*

~~A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation at an extraordinary meeting of the council on legislation.~~

~~9.170.3.~~ **9.160.2.** *Procedures.*

~~The rules of procedures applicable at the regular meeting of the council on legislation shall apply at for the most recent council on legislation govern an extraordinary meeting with the following two exceptions except:~~

~~(a)~~ **9.170.3.1.** *Report of Action.*

~~The report of action provided for adoptions in subsection 9.150.2. 9.150.1. shall be transmitted sent to the clubs within 15 days of the adjournment of after the extraordinary meeting adjourns.~~

~~(b)~~ **9.170.3.2.** *Opposition to Action.*

~~The clubs shall Clubs have two months from the time after the report is transmitted to the clubs sent to record their oppositions to any action of an adoptions at the extraordinary meeting of the council on legislation.~~

~~9.170.4.~~ **9.160.3.** *Effective Date of Action Adoptions.*

~~Actions of an An extraordinary meeting's adoption of the council on legislation shall become effective takes effect two months after the general secretary has transmitted sends the council report of that council to the clubs so long as the requisite number of opposition votes has not been filed by clubs. If the requisite number of clubs have recorded their submit oppositions in accordance with subsections 9.150.2. and 9.150.3., the action will be adoption is subject to a club ballot by mail substantially following as closely as possible the provisions of section 9.150 subsection 9.150.4.~~

**9.180.** *Interim Provisions.*

~~Interim provisions shall expire when they are no longer applicable.~~

**Article 10 Convention**

**10.010.** Time and Place of Convention.

**10.020.** Call to Attend Convention.

**10.030.** Officers of the Convention.

**10.040. Electors.**

~~10.040.~~ **10.050.** Delegates to the Convention.

**10.060.** Proxies.

~~10.050.~~ **10.070.** Credentials for Delegates.

~~10.060.~~ **10.080.** Delegates-at-Large.

~~10.070.~~ **10.090.** Registration Categories and Fees.

~~10.080.~~ **10.100.** Convention Quorum.

~~10.090.~~ **10.110.** Credentials Committee.

~~10.100.~~ Electors.

~~10.110.~~ **10.120.** Balloting Committee.

~~10.120.~~ **10.130.** Election of Officers.

~~10.130.~~ **10.140.** Convention Program.

~~10.140.~~ **10.150.** Seating of Delegates.

~~10.150.~~ **10.160.** Special Assemblies.

**10.010. Time and Place of Convention.**

The board ~~may determine~~ determines the possible time, and/or place, and manner of for the annual RI convention ~~of RI up to ten years before the year in which the convention shall it convenes,~~ and makes appropriate arrangements ~~for holding such a convention.~~ The board shall ~~make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a convention site.~~

**10.020. Call to Attend Convention.**

The president shall issue and the general secretary shall ~~mail~~ send to each club the official call for the annual convention at least six months ~~prior to~~ before the convention. The call for a special convention shall be issued and ~~mailed~~ sent at least 60 days ~~prior to~~ before the ~~date thereof~~ convention.

**10.030. Officers of the Convention.**

The convention officers ~~of the convention shall be~~ are the president, president-elect, vice-president, treasurer, general secretary, convention committee chair, and the chief sergeant-at-arms. The president shall ~~appoints~~ appoint the chief sergeant-at-arms.

**10.040. Electors.**

The accredited delegates, proxies, and delegates-at-large shall constitute the voting body of the convention and shall be known as electors. Each elector is entitled to cast one vote for each officer to be elected. The procedure and rules for voting at a convention shall be set by the board.

~~10.040.~~ **10.050.** Delegates to the Convention.

~~10.040.1.~~ **10.050.1.** Delegates.

~~All delegates and alternates~~ Each delegate and any alternate, except delegates by proxy, shall be members of the clubs they represent selected by his or her club as set forth in the club bylaws, and if not set forth there, then by the club president.

~~10.040.2.~~ **10.050.2.** *Alternate Delegates.*

~~When selecting its delegates, a club may choose an alternate delegate for each delegate. Where an alternate is unavailable to serve when called upon, a second alternate may be chosen. An alternate is entitled to vote only in case of the absence of the elected delegate. A second alternate may be substituted for a delegate from a club whose first alternate is absent. An alternate when serving as a delegate may cast such vote on all matters on which the original delegate was entitled to vote.~~

~~10.040.3.~~ **10.050.2.** *Delegate Substitution Procedure.*

A substitution of an alternate for a delegate shall be reported to the credentials committee. ~~When such substitution has been made, the alternate shall act as the delegate until the convention adjourns. The credentials committee may permit the delegation of the host club to substitute an alternate for a delegate for one or more sessions. Such~~ The substitution will be allowed where the delegate is engaged in the administrative work of the convention ~~so as to make it impossible for such preventing the delegate to from attend attending such session(s) of the convention. Such~~ The substitution must be duly reported and noted by the credentials committee ~~prior to before~~ taking effect.

~~10.040.4.~~ **10.060.** *Proxies.*

A club ~~that is~~ not represented at the convention by a delegate or an alternate may designate a proxy to cast its ~~vote(s) pursuant to article 9, section 3(a) of the RI constitution votes.~~ The proxy may be a member of any club within the same district. Non-districted clubs may designate members of any club as their proxy(ies).

~~10.050.~~ **10.070.** *Credentials for Delegates.*

The authority of all delegates, alternates, and proxies shall be ~~evidenced by certificates signed certified~~ by the presidents and secretaries of the clubs they represent. All certificates must be delivered to the credentials committee ~~at the convention to entitle delegates, alternates, and proxies to vote.~~

~~10.060.~~ **10.080.** *Delegates-at-Large.*

~~Each RI officer and each past president of RI still holding membership in a club shall be a delegate-at-large and~~ Each delegate-at-large is entitled to cast one vote, ~~on each question submitted to vote at the convention.~~

~~10.070.~~ **10.090.** *Registration Categories and Fees.*

Each convention attendee who has reached 16 years of age shall register and pay a registration fee to attend the convention. The registration categories and their fees shall be fixed by the board. No delegate or proxy ~~shall be entitled is allowed~~ to vote at the convention unless the registration fee has been paid.

~~10.080.~~ **10.100.** *Convention Quorum.*

~~10.080.1.~~ *Quorum Number.*

Delegates and proxies representing ~~one-tenth~~ ten percent of the clubs shall constitute is a quorum at a convention.

~~10.080.2.~~ *Absence of Quorum.*

Should the question of the If the absence of a quorum be is successfully raised at any plenary general session, no vote(s) votes shall be taken for a period as designated by the presiding officer. ~~Such period shall not exceed,~~ not exceeding one-half day. ~~At the expiration of such period,~~ The convention may then act upon such matters as may be properly brought before it, irrespective of the presence of a quorum.

~~10.090.~~ 10.110. *Credentials Committee.*

The president shall appoint a credentials committee ~~prior to the adjournment of,~~ with at least five members, before the convention begins. ~~The committee shall consist of no fewer than five members.~~

~~10.100.~~ *Electors.*

~~The duly accredited delegates, proxies, and delegates-at-large shall constitute the voting body of the convention and shall be known as electors.~~

~~10.110.~~ 10.120. *Balloting Committee.*

~~10.110.1.~~ *Appointment and Duties.*

The president shall ~~appoint from among the electors~~ appoints a balloting committee at each ~~convention of~~ at least five electors. ~~Such~~ The committee shall have charge of oversees all balloting at the convention, including the distribution and counting of ballots. ~~This committee shall consist of at least five electors as determined by the president.~~ The general secretary shall have charge of printing of all ballots. The committee promptly reports to the convention the result of the balloting. The report is signed by a majority of the committee. The chair shall retain all ballots and shall destroy them only after the adoption of the report, unless otherwise instructed by the convention.

~~10.110.2.~~ 10.130. *Notice of Election of Officers.*

The president shall notify the electors of the time and place for nominations and elections of officers. ~~Such notice shall be given at the first session of the convention.~~ A nominee who receives a majority of the votes shall be declared elected.

~~10.110.3.~~ *Report of Committee.*

The balloting committee shall report promptly to the convention the result of the balloting. The report shall be signed by a majority of the committee. ~~The chair shall retain all ballots. The chair of the committee shall destroy all ballots following the adoption of such report unless otherwise instructed by the convention.~~

~~10.120.~~ *Election of Officers.*

~~10.120.1.~~ *Electors Voting Rights.*

~~The electors shall each be entitled to cast one vote for each officer to be elected.~~

~~10.120.2.~~ *Ballot.*

~~The election of all officers shall be by secret ballot. Where there are more than two candidates, such balloting shall be by means of the single transferable vote. Where there is one nominee for any office, the electors may instruct the general secretary to cast their united ballot for such nominee pursuant to a voice vote.~~

~~10.120.3.~~ *Majority Vote.*

~~The nominee for each of the aforementioned offices who receives a majority of the votes cast shall be declared elected. Second and subsequent preferences shall be taken into account where necessary.~~

~~10.120.4.~~ *Presentation of Nominations to Convention.*

~~The names of the nominees certified to the general secretary as duly nominated for president, directors, governors of RI, and president, vice president, and honorary treasurer of RIBI shall be presented by the general secretary to the convention for election.~~

~~10.130.~~ ~~10.140.~~ *Convention Program.*

~~The program reported by the convention committee, as approved by the board, shall be the order of the day for all sessions. Changes in the program may be made during the convention by a two-thirds vote of the board.~~

~~10.140.~~ ~~10.150.~~ *Seating of Delegates.*

~~At any plenary general session where a vote is necessary, a number of seats equal to the number of delegates duly certified to the credentials committee shall be reserved exclusively for such delegates them.~~

~~10.150.~~ ~~10.160.~~ *Special Assemblies.*

~~At each convention, special assemblies of Rotarians from one country or from a group of countries in which clubs are established, may be held. The board or the convention may determine from time to time for what country or countries such the special assemblies shall be held and shall instruct the convention committee accordingly. At such Special assemblies, may consider matters which pertain particularly to the country or group of countries concerned may be considered. The president shall designate the convening officer and shall promulgate rules for the conduct of the said assemblies as near as may be similar to the rules regulating the procedure of for the convention. Upon convening, the assembly shall select its chair and secretary.~~



## **Article 11 Nominations and Elections for Officers—General Provisions**

~~11.010. Best Qualified Rotarian.~~

~~11.020. Nominations for Officers.~~

~~11.030. Qualification.~~

~~11.040. Individuals Not Eligible for Nomination.~~

~~11.050. Election of Officers.~~

~~11.060. Campaigning, Canvassing, and Electioneering.~~

~~11.070. Election Review Procedures.~~

*11.010. Best Qualified Rotarian.*

The best qualified Rotarians shall be selected for service in RI's elective offices.

*11.020. Nominations for Officers.*

Nominations for president, directors, and governors of RI may be made by a nominating committee and a club.

*11.030. Qualification.*

All candidates or nominees for offices in RI shall be members of clubs in good standing.

*11.040. Individuals Not Eligible for Nomination.*

*11.040.1. 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 such 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.

*11.040.2. RI Employees.*

A full-time, salaried employee of any club, district, or RI shall not be eligible to serve in any elective position in RI, excepting the office of general secretary.

*11.050. Election of Officers.*

The officers of RI shall be elected at the annual convention as provided in sections 6.010. and 10.120.

*11.060. Campaigning, Canvassing, and Electioneering.*

In order that the best qualified Rotarians shall be selected for service in RI's elective offices, any effort to influence the selection process for an elective office in a positive or negative manner by campaigning, canvassing, electioneering or otherwise is prohibited. Rotarians shall not campaign, canvass, or electioneer for elective position in RI, or allow any such activity, either on their behalf or on behalf of another. No brochures, literature, letters, or other materials, including electronic media and communications, may be distributed or circulated by Rotarians or on their behalf to any clubs or members of clubs except as may be

~~expressly authorized by the board. Where candidates become aware of any prohibited activities having been undertaken on their behalf, they shall immediately express their disapproval to those so engaged and shall instruct them to terminate such activity.~~

~~**11.070. Election Review Procedures.**~~

~~11.070.1. Complaints.~~

~~No complaint regarding the selection process for an RI elective office or the result of an RI election shall be considered unless made in writing by a club. Such complaint must have the concurrence of at least five other clubs or a current officer of RI. All complaints with supporting documentation shall be filed with the general secretary no later than 21 days after the results of the balloting are announced. A president's representative to a district or zone meeting may also initiate a complaint where sufficient evidence of violations exists. Such representative shall refer such evidence to the general secretary. The general secretary shall act upon a complaint pursuant to published procedures of the board.~~

~~11.070.2. Board Consideration.~~

~~The board shall give due consideration to such complaints. The board shall dismiss the complaint, disqualify the candidate for the elective office sought or future RI elective offices or both, or take such other action as it deems fair and just. A two-thirds vote shall be required to disqualify a candidate, such disqualification being for those RI offices and for such periods as the board shall determine. The board may take action as it deems fair and just against any Rotarians who violate section 11.060. The board's decision shall be promptly transmitted to all parties concerned.~~

~~11.070.3. Repeated Election Complaints from a District.~~

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

~~(a) If there are two or more election complaints in a district under subsection 11.070.1. in the previous five-year period, and the board has upheld two or more election complaints in the previous five-year period, 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 individual 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 shall no longer be considered to be a current or past RI officer;~~

~~(b) If there are three or more election complaints in a district under subsection 11.070.1. in the previous five-year period, and the board has upheld three~~

~~or more election complaints in the previous five-year period, the board may dissolve the district and assign the clubs to surrounding districts. The provisions of section 16.010.1. shall not apply to this section.~~

~~11.070.4. Candidate Declaration of Campaigning Provisions.~~

~~Any prescribed form used in suggesting candidates for elective office shall include a signed declaration by the candidates certifying that they have read, understand, accept, and agree to be bound by the provisions of the bylaws.~~

~~11.070.5. Completion of Election Review Procedure.~~

~~Rotarians and clubs are obligated to follow the election review procedure established in the bylaws as the exclusive method of contesting the right to an elective office or the result of an RI election. If a Rotarian candidate or a club acting on behalf of such a candidate fails to follow and complete the election review procedure, before seeking the intervention of 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 in the future for a period as determined by the board. In the event that 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 3.030.4.~~

~~Article 12~~ **Article 11 Nominations and Elections for President**

~~12.010. 11.010.~~ Nominations for President.

~~12.020. 11.020.~~ Nominating Committee for President.

~~12.030. 11.030.~~ Election of Members to the Nominating Committee for President.

~~12.040. 11.040.~~ Procedure for Functioning of Committee.

~~12.050. 11.050.~~ Nomination by the Committee.

~~12.060. 11.060.~~ Report of Committee.

~~12.070. 11.070.~~ Additional Nomination by Clubs.

~~12.080. 11.080.~~ Contingency Not Provided For in Section ~~12.070. 11.070.~~

~~12.090.~~ Nominations Presented to Convention.

~~12.100. 11.090.~~ Club Ballot by Mail.

~~12.010. 11.010.~~ *Nominations for President.*

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

~~12.020. 11.020.~~ *Nominating Committee for President.*

~~12.020.1. 11.020.1.~~ *How Constituted.*

The nominating committee for president shall consist is composed of 17 members from the 34 zones constituted for the nomination of RI directors. These members shall be 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.

~~12.020.2.~~ 11.020.2. Member from RIBI.

The member from a zone Zones wholly within RIBI shall be elected by the clubs of that zone by a ballot by mail in such form and at such time elect their members through a club ballot as determined by the general council of RIBI shall determine. The name of such member shall be certified RIBI general secretary confirms the member's name to the RI general secretary by the secretary of RIBI.

~~12.020.3.~~ Member of Club in Zone.

Each member shall be a member of a club in the zone from which the member is elected.

~~12.020.4.~~ Not Eligible for Nomination.

Neither the president, president-elect, nor any past president shall be eligible for membership on the nominating committee.

~~12.020.5.~~ 11.020.3. 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
- (c) a past director of RI. A candidate for membership on the committee must be a past director at the time of election, If except where there is no past director is available for election or appointment as a member of the committee from a particular zone. In such case, a past governor shall be eligible for such election or appointment provided if that such past governor has served for at least one year as a member of a committee provided for in article 17 18 or as a TRF trustee of The Rotary Foundation.

~~12.030.~~ 11.030. Election of Members to the Nominating Committee for President.

~~12.030.1.~~ 11.030.1. Notification to Eligible Candidates.

The Between 1 and 15 March, the general secretary shall mail a letter to each past director eligible to serve on the nominating committee for the following year. The letter must be mailed between 1 and 15 March. The letter will inquire as to asks all eligible past directors whether the past directors they desire to be considered for membership on the committee. They must and to advise notify the general secretary prior to before 15 April that they wish to have their names listed as being are willing and able to serve, or they will not be considered for the committee. Any past director not responding by 15 April will be considered unwilling to serve.

~~12.030.2.~~ 11.030.2. One Eligible Past Director in a Zone.

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

~~12.030.3.~~ 11.030.3. *Two or More Eligible Past Directors from a Zone.*

~~Where~~ If there are two or more eligible, willing, and able past directors ~~willing and able to serve~~, the member and alternate member of the committee shall be elected in a club ballot ~~by mail~~. ~~The procedure for such ballot by mail shall be as described below.~~

~~12.030.3.1.~~ 11.030.3.1. *Ballot Preparation Procedure.*

The general secretary shall prepare a ~~ballot~~, single transferable ballot, ~~where applicable.~~ The ballot shall include with the names of all eligible past directors in alphabetical order.

~~12.030.3.2.~~ 11.030.3.2. *Ballot Specifications.*

The general secretary shall ~~cause a copy of the ballot to be mailed~~ send a ballot with photographs and biographical statements of each past director to each club in the zone by 15 May. ~~The ballot shall include photographs and biographical statements of each such past director, including the past director's name, club, RI offices, and international committee appointments held and year(s) of service.~~ Such ballot shall be mailed with instructions that ~~the~~ The completed ballot shall be returned to the general secretary at the World Headquarters ~~of the Secretariat~~ by 30 June.

~~12.030.4.~~ 11.030.4. *Club Voting.*

~~The number of a club's votes is determined by the formula in subsection 16.050.1. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.~~

~~12.030.5.~~ 11.030.4. *Balloting Committee Meeting.*

~~The president shall appoint a~~ A balloting committee, appointed by the president, which shall meet meets at a time, and place, and manner determined by the president to examine and count the ballots. ~~Such meeting shall take place, no later than 10 July. The~~ Within five days of meeting, the balloting committee shall certify ~~its report~~ of the balloting results to the general secretary ~~within five days of the committee's adjournment.~~

~~12.030.6.~~ 11.030.5. *Declaration of Member and Alternate.*

The candidate receiving a majority of the votes ~~east shall be declared~~ is the member of the nominating committee. The candidate ~~from such zone~~ receiving the second highest number of votes ~~shall be declared~~ is the alternate member of the ~~nominating~~ 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. ~~An alternate member shall serve only in the event the elected member is unable to serve. In~~

the event of a tie vote ~~in any zone~~, the board shall appoint ~~one of the member and alternate from~~ the candidates who received the tie vote as ~~the member or alternate member of the nominating committee.~~

~~12.030.7.~~ 11.030.6. *Vacancy.*

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

~~12.030.8.~~ 11.030.7. *Term.*

The ~~term of the committee member's one-year term~~ shall commence on 1 July of the calendar year ~~in which its members are elected~~ of election. ~~The committee shall serve for one year.~~ Any alternate called to serve on the committee shall serve for the unexpired term of the ~~committee member.~~

~~12.030.9.~~ 11.030.8. *Vacancy Not Provided For in Bylaws.*

The board shall appoint a member to fill any vacancy ~~in~~ on the committee not provided for in the foregoing provisions. It is preferred that the appointment be this section, preferably from a club in the same zone as that in which the vacancy occurred.

~~12.040.~~ 11.040. *Procedure for Functioning of Committee.*

~~12.040.1.~~ 11.040.1. *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.

~~12.040.2.~~ 11.040.2. *Selection of Chair.*

The committee shall elect a member to serve as its chair. ~~Such selection shall take place when the committee convenes.~~

~~12.040.3.~~ 11.040.3. *Forwarding Names to Committee.*

The general secretary shall, between 1 May and 15 May, ~~in each year, mail a letter to all~~ notify eligible Rotarians ~~who will be eligible to serve as president. The letter will and ask if such Rotarians they are willing to be considered for nomination for president. The deadline for notifying and will advise them to notify the general secretary of willingness to serve prior to is 30 June whether they wish to have their names listed as being willing and able to serve. Those Rotarians not responding to the general secretary by 30 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 Rotarians any Rotarian upon request at least one week prior to before the committee meeting.~~

~~12.050.~~ 11.050. *Nomination by the Committee.*

~~12.050.1.~~ 11.050.1. 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 ~~the best qualified Rotarian available to perform the functions of the office.~~

~~12.050.2.~~ 11.050.2. Committee Meeting.

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

~~12.050.3.~~ 11.050.3. Quorum and Voting.

Twelve members of the committee shall constitute a quorum. ~~The transaction of all~~ All business of the committee shall be by majority vote, except that ~~in the selection of~~ to select the committee's nominee for president, ~~the votes of~~ at least ten members of the committee shall ~~be cast in favor of such~~ vote for the nominee.

~~12.050.4.~~ 11.050.4. Resignation of Nominee for President and Procedure for New Selection.

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

~~12.050.4.1.~~ 11.050.4.1. Procedures for Committee.

~~At its meeting, the committee shall authorize the~~ The chair is authorized to act on its behalf to ~~initiate~~ promptly initiate the procedures for meeting ~~such~~ contingency.

~~12.050.4.2.~~ 11.050.4.2. Committee Voting Procedure.

~~Such procedures could include a ballot by mail or other rapid means of communication, or an emergency meeting of the committee to be held as determined by the~~ The president ~~on behalf of the board~~ determines the time, place, and manner of the meeting.

~~12.050.4.3.~~ 11.050.4.2. Challenging Candidates.

~~Where~~ If the committee ~~must select~~ selects another nominee as ~~hereinbefore~~ provided, the clubs shall ~~to the extent possible~~ be given a reasonable period as determined by the board to submit challenging candidates. ~~Such challenges shall be in accordance with section~~ ~~12.070.~~ 11.070., except with reference to specified filing dates.

~~12.050.4.4.~~ 11.050.4.3. Contingency Not Provided For in Bylaws.

~~Where a~~ If an unforeseen contingency arises ~~that has not been provided for by the~~ committee, the board shall determine the procedure to be followed ~~by the~~ committee.

~~12.060.~~ **11.060.** *Report of Committee.*

The committee's report of ~~the committee~~ shall be addressed to the clubs and certified to the general secretary by the chair within ten days following the committee's adjournment of ~~the committee~~. ~~The general secretary shall notify each club of the contents of the report as soon as financially practicable but in any case within thirty (30) days after the receipt thereof.~~ Within 30 days, the general secretary shall send the report to each club.

~~12.070.~~ **11.070.** *Additional Nomination by Clubs.*

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

~~12.070.1.~~ **11.070.1.** *Candidate Previously Considered and Concurrence.*

Any club may suggest as a challenging candidate ~~the name of a qualified a~~ Rotarian who ~~duly~~ notified the general secretary pursuant to subsection ~~12.040.3.~~ **11.040.3.** of his or her willingness to be considered for nomination for president. ~~The name of the challenging candidate shall be submitted pursuant to~~ through a duly adopted resolution adopted by the club at a regular meeting. 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 ~~by mail~~. The concurrence must be certified to the general secretary by the ~~district's~~ governor. The resolution must be accompanied by a written statement from the challenging candidate ~~that such candidate is willing~~ agreeing to have ~~such~~ the candidacy submitted to the clubs for endorsement. ~~The foregoing~~ requirements must be ~~completed~~ received by 1 October of the relevant year.

~~12.070.2.~~ **11.070.2.** *Notification to Clubs of Challenging Candidates.*

~~The~~ After 1 October, the general secretary shall notify the clubs of the suggested challenging candidates and provide ~~the clubs~~ them with a registered an endorsement form for use by any club which desires to endorse any such challenging candidate. ~~The general secretary shall provide such notice and forms immediately following 1 October.~~

~~12.070.3.~~ **11.070.3.** *Absence of a Challenging Candidate.*

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

~~12.070.4.~~ **11.070.4.** *Endorsement of Challenging Candidate.*

If on 15 November, any ~~such~~ 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 ~~originating~~ from clubs in zones other than that of the challenging candidate(s), ~~such~~ the challenging candidate(s) and the committee's nominee of ~~the committee~~ shall be balloted ~~upon~~ on as provided in section ~~12.100.~~ **11.090.** ~~Where~~ If the challenging candidate(s) fails to receive the prescribed endorsements by 15 November, the president shall declare the committee's nominee of ~~the committee~~ to be the president-nominee.



~~12.070.5.~~ 11.070.5. *Validity of Endorsement.*

The balloting committee provided in subsection ~~12.100.1.~~ 11.090.1. shall validate, count, and certify the returned endorsement forms and report to the president. If ~~this balloting~~ the committee finds ~~there is that~~ a sufficient number of forms ~~to constitute an endorsement of~~ endorse the challenging candidate, but has good reason to suspect the genuineness of the forms, it shall ~~so~~ advise the president who, ~~before making any announcement,~~ shall convene the election review committee of RI to determine the validity of ~~such~~ the forms. After ~~this~~ the determination ~~has been~~ is made, the balloting committee shall ~~then~~ report to the president.

~~12.080.~~ 11.080. *Contingency Not Provided For in Section ~~12.070.~~ 11.070.*

Where If a contingency arises which has not been provided for in section ~~12.070.~~ 11.070., the board shall determine the procedure to be followed.

~~12.090.~~ *Nominations Presented to Convention.*

~~12.090.1.~~ *Presentation for Election of Nominee for President.*

The general secretary shall present to the convention for election the name of the nominee for president as duly nominated by the committee and such nominee shall assume office on 1 July in the calendar year following the election, unless there has been a ballot by mail.

~~12.090.2.~~ *Vacancy in the Office of President-elect.*

Where there is a vacancy in the position of president-elect, the general secretary shall also present to the convention for election the name of the nominee to fill such vacancy. Such nominations may include the person nominated by the committee and the name of any such challenging candidate duly nominated by a club. Where circumstances require it as provided in section ~~12.080.~~, nominations of challenging candidates also may be made by club delegates on the floor of the convention.

~~12.100.~~ 11.090. *Club Ballot-by-Mail.*

The procedure for electing a president pursuant to a ballot by mail by a club ballot as provided in section ~~12.070.~~ 11.070. shall be by the following procedures as follows:

~~12.100.1.~~ 11.090.1. *Balloting Committee.*

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

~~12.100.2.~~ 11.090.2. *Ballot Specifications.*

The balloting committee shall prepare a ballot, single transferable ballot where applicable. The ballot shall list the names of all ~~duly~~ proposed candidates. ~~Such list shall be,~~ in alphabetical order following the name of the committee's candidate selected by the committee. The name of the candidate selected by the committee shall be clearly indicated on the ballot as having been so selected.

~~12.100.3.~~ 11.090.3. Mailing Distribution of Ballot.

The balloting committee shall cause a copy of the ballot to be mailed send the ballot to each club ~~no later than the following~~ by 15 February. ~~Such ballot shall be mailed,~~ with instructions that the completed ballot be returned to the balloting committee at the World Headquarters of the Secretariat ~~no later than~~ by 15 April. ~~Such~~ The ballot shall include photographs and biographical statements of the candidates.

~~12.100.4.~~ 11.090.4. Club Voting.

The number of a club's votes is determined by the formula in subsection 16.050.1. Each club shall be entitled to at least one vote. Any club with a membership of more than ~~25~~ shall be entitled to one additional vote for each additional ~~25,~~ or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

~~12.100.5.~~ 11.090.5. Balloting Committee Meeting.

The balloting committee shall meet at a time, ~~and~~ place, and manner determined by the president, no later than 20 April. The committee shall examine and count the ballots. ~~Such meeting must take place no later than 20 April.~~ The balloting committee shall certify ~~its report of the results of the balloting~~ to the general secretary within five days thereafter.

~~12.100.6.~~ 11.090.6. Counting of Votes.

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

~~12.100.7.~~ 11.090.7. Announcement of President-elect.

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

~~12.100.8.~~ 11.090.8. Tie Vote.

The following procedure shall apply where the ballot-by-mail results in a tie vote. ~~Where one of the candidates receiving the tie vote was the choice of the nominating committee, such candidate~~ If there is a tie vote, the nominating committee's candidate shall be declared the president-elect. ~~Where none of the candidates receiving the tie vote~~ If neither tied candidate was the committee's choice of the committee, the board shall select one of the tied candidates them to be the president-elect.

~~Article 13~~ **Article 12 Nominations and Elections for Directors**

~~13.010.~~ **12.010.** Nominations for Directors by Zones.

~~13.020.~~ **12.020.** Selection of Director-nominee and Alternate by Nominating Committee Procedure.

~~13.030.~~ **12.030.** *Club Ballot-by-Mail Procedure.*

~~13.040.~~ **12.040.** *Nominations for Officers of RIBI.*

~~13.010.~~ **12.010.** *Nominations for Directors by Zones.*

Nominations for directors shall be by zones, ~~as hereinafter provided.~~

~~13.010.1.~~ **12.010.1.** *Number of Zones.*

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

~~13.010.2.~~ **12.010.2.** *Schedule of Nominations.*

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

~~13.010.3.~~ **12.010.3.** *Zone Boundaries.*

The initial boundaries of the zones shall be approved by resolution of the council.

~~13.010.4.~~ **12.010.3.** *Periodic Review of Zone Boundaries.*

The board shall ~~undertake, no less often than every eight years,~~ a comprehensive review of 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.

~~13.010.5.~~ **12.010.4.** *Realignment of Zones.*

Any new alignments can be made by the board.

~~13.010.6.~~ **12.010.5.** *Sections Within Zones.*

The board may create, modify, or eliminate sections in zones in order to rotate ~~in a fair manner~~ the directorship within a zone. ~~These sections shall nominate by~~ nominating RI directors on a schedule determined by the board that is based on an approximate equality 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.

~~13.010.7.~~ **12.010.6.** *Director from Zone in RIBI.*

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

~~13.020.~~ **12.020.** *Selection of Director-nominee and Alternate by Nominating Committee Procedure.*

~~13.020.1.~~ **12.020.1.** *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, ~~where~~ 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 respective 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 ~~such~~ 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 ~~such~~ the selection. ~~Such~~ 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 ~~such reversion~~ is certified to the general secretary by the district governors.

~~13.020.2.~~ 12.020.2. *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.

~~13.020.3.~~ 12.020.3. *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 ~~such~~ the district as ~~hereinafter~~ 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. ~~Such~~ The members ~~also~~ 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 ~~prior to~~ before serving on the committee, ~~provided that a~~ A district may, by a resolution adopted at a district conference by a majority ~~of the votes~~ vote of the electors ~~of the clubs~~ present and voting, dispense with some or all of ~~these~~ requirements (a) or (b), ~~such if the resolution to apply~~ applies only to the next nominating committee. Members shall be elected for a term of one year. ~~The president, president-elect, any past president, director, or any past~~ Directors or past directors shall not be eligible for membership on the nominating committee. No Rotarian ~~who has served~~ shall serve more than twice as a member of ~~such a~~ the nominating committee ~~shall be eligible for service again~~. Each member shall have one vote.

~~13.020.4.~~ 12.020.4. *Election.*

Except as provided in subsections ~~13.020.9. and 13.020.10.~~ 12.020.9. and 12.020.10., the member and the alternate member of the nominating committee shall be elected at the annual district conference ~~of the district~~ in the year ~~preceding~~ before the scheduled nomination.

~~13.020.5.~~ 12.020.5. *Nominations.*

Any club in a district may nominate a qualified member of the club for membership on the nominating committee ~~where such~~ if the member has indicated a willingness and ability to serve. The club shall certify ~~such the~~ nomination in writing. ~~Such certification and~~ and must include the signatures of the club president and secretary. ~~Such The~~ The nomination shall be forwarded to the governor for presentation to the electors ~~of the clubs~~ at the district conference. Each club shall designate one elector to cast all ~~of~~ 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 ~~east~~ cast for the same-ordered choices of candidates.

~~13.020.6.~~ 12.020.6. *Members and Alternates.*

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

~~13.020.7.~~ 12.020.7. *Candidate Declared as a Member of the Nominating Committee.*

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

~~13.020.8.~~ 12.020.8. *Member and Alternate Member Unable to Serve.*

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

~~13.020.9.~~ 12.020.9. *Election of Member of the Nominating Committee Through Club Ballot-by-Mail.*

In certain circumstances, the board may authorize a district to select the member of the nominating committee and the alternate ~~member of the nominating committee~~ in a club ballot-by-mail. ~~In such cases, the~~ The governor shall ~~prepare and cause to be mailed to the secretary of~~ send every club in the district an official call for nominations ~~for member~~. All nominations must be ~~made~~ in writing and signed by the president and the secretary of the club. The nominations must be received by the governor ~~on or before a date to be fixed~~ by the date set by the governor. The governor shall ~~cause to be prepared and mailed to~~ send each club a ballot ~~naming listing~~ in alphabetical order the qualified nominees ~~so offered and shall conduct the ballot by mail. Those candidates whose written requests for exclusion from the ballot are received no later than the date fixed by the governor shall be excluded from such ballot. 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 16.050.1. Each club shall be entitled to at least one vote. Any club with a membership of~~

~~more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The governor may appoint a committee for the purpose of conducting to conduct the club ballot-by-mail procedure as provided herein.~~

~~13.020.10.~~ 12.020.10. Election Through Club Ballot-by-Mail.

~~A majority vote of electors present and voting at a district conference may vote to have the selection of select the member and the alternate member pursuant to by a club ballot-by-mail. The club ballot-by-mail shall be conducted in accordance with the provisions set forth in subsection 13.020.9. 12.020.9. and shall be concluded conclude no later than 15 May of the appropriate year.~~

~~13.020.11.~~ 12.020.11. Report of Member to the General Secretary.

~~The names of the member and the alternate member of the nominating committee shall be reported by the governor to the general secretary immediately following their selection, but in no case later than 1 June of the appropriate year. Those reported after 1 June shall not serve on the nominating committee.~~

~~13.020.12.~~ 12.020.12. Contingency Not Provided For in Section 13.020-12.020.

~~The board shall determine the procedure to be followed for any contingency that arises regarding the determination of balloting which has not been not provided for in the foregoing provisions of this section.~~

~~13.020.13.~~ 12.020.13. 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 in which when a director and alternate are to be nominated. The board shall likewise also designate the place of its meeting. Such The meeting must be held between 15 and 30 of the following September. The committee shall elect a chair from its members at the time of its meeting.~~

~~13.020.14.~~ 12.020.14. Suggestions from Clubs to Committee.

~~The By 1 July, the general secretary shall inform informs the clubs in the zone, or section, of the composition of the nominating committee, no later than 1 July. The general secretary shall invite all clubs in the zone or section invites them to submit their suggestions for director from the zone, or section, for consideration by the committee and shall provide and provides the address of the convener to whom the suggestions shall be sent. The suggestions Suggestions shall be submitted to the nominating committee convener on a form prescribed approved by the board. The form shall and include a photograph and background information regarding about the suggested candidate's Rotary and other activities and a recent photograph of the suggested candidate. Such suggestions Suggestions must reach the nominating committee at the address of be received by the convener no later than 1 September.~~

12.020.15. 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.

~~13.020.15.~~ 12.020.16. 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 of the committee shall constitute a quorum. and The transaction of all business shall be by majority vote, except that in selecting the committee's nominee for director, the The nominees for director and alternate must receive at least the same number of votes as the number which constitutes no less than a 60 percent majority vote of the committee. The chair of the nominating committee shall may only vote for nominees for director and alternate or to break a tie vote; however, the chair of the nominating committee shall not have a vote in the transaction of the committee's other business, except that the chair may vote to break a tie vote.~~

~~13.020.16.~~ 12.020.17. Committee Inability to Select Nominee.

~~Where If a nominating committee adjourns and no candidate for is unable to select a director-nominee receives the votes of by a 60 percent majority of the nominating committee vote, the director-nominee shall be selected in a club ballot by mail. Such ballot by mail The club ballot shall be based on the club ballot by mail procedure set forth in section 13.030. 12.030. and include all suggested names for director considered by the committee.~~

~~13.020.17.~~ 12.020.18. Committee Nominations.

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

~~13.020.18.~~ 12.020.18. Report of Selection of Committee.

~~The committee's nomination for the office of director and alternate from the zone shall be filed with the general secretary within ten days following after the meeting's adjournment of its meeting. The general secretary shall inform all clubs in the zone, or section, of the committee's selection of the nominating committee by 15 October.~~

~~13.020.19.~~ 12.020.19. Nominee Unable to Serve.

~~Where a nominee for director If a director-nominee selected by the committee is unable to serve, the committee alternate shall automatically nominate the alternate who was selected previously be nominated to serve.~~

~~13.020.20.~~ 12.020.20. *Proposal of Challenging Candidates.*

Any club in the zone, or section, may also propose a challenging candidate. The challenging candidate must have been ~~duly~~ suggested to the nominating committee. The name of the challenging candidate shall be submitted ~~pursuant to~~ by a resolution of the club ~~duly~~ adopted at a regular meeting. The resolution must be concurred to by a majority of clubs in its district or, ~~where 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. ~~Such~~ The concurrence shall be obtained at a conference or through a club ballot-by-mail. The concurrence must be certified to the general secretary by the district's governor. The resolution must ~~be accompanied by~~ include a written statement from the challenging candidate that ~~such the~~ candidate is willing and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. ~~The foregoing procedure~~ process must be completed by 1 December in the relevant year, or the challenging candidate is not eligible to contest the selection.

~~13.020.21.~~ 12.020.21. *Declaration of Director-nominee, Selection in Club Ballot-by-Mail.*

~~Where the general secretary fails to receive the prescribed concurrences~~ If there is no eligible challenging candidate by 1 December, the president shall declare the committee's nominee of the nominating committee to be as the director-nominee from the zone. ~~Such~~ The announcement shall take place no later than 15 December. ~~Where~~ If the general secretary receives the ~~prescribed proposal and concurrences~~ requirements for a challenging candidate by 1 December, selection of a director from among the challenging candidates and the committee's nominee of the nominating committee shall be made in a club ballot-by-mail in accordance with section ~~13.030.~~ 12.030.

~~13.030.~~ 12.030. *Club Ballot-by-Mail Procedure.*

The procedure for selecting a director-nominee in a club ballot-by-mail pursuant to section ~~13.020.~~ 12.020. shall be as provided below.

~~13.030.1.~~ 12.030.1. *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 ~~13.020.1. or 13.020.2.~~ 12.020.1. or 12.020.2. In those zones, only clubs within the section from which the RI director is to be nominated shall participate in the balloting.

~~13.030.2.~~ *Balloting Committee.*

~~The president shall appoint a balloting committee to examine and count ballots.~~

~~13.030.3.~~ 12.030.2. *Ballot Specifications.*

The general secretary shall prepare a ~~ballot~~, single transferable ballot where applicable. 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.

(c) be accompanied by a summary of Photographs and biographical data statements of each candidate supplied provided by the proposing clubs. Such summary shall be in a form prescribed by the board. The ballot shall include the names of the challenging candidates duly proposed by clubs. Such names shall be in alphabetical order following the name of the candidate selected by the nominating committee. The name of the candidate selected by the nominating committee shall be clearly indicated on the ballot as having been so selected.

~~13.030.4.~~ 12.030.3. *Deadline for Receipt of Ballots.*

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

~~13.030.5.~~ 12.030.4. *Club Voting.*

The number of a club's votes is determined by the formula in subsection 16.050.1. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

12.030.5. *Balloting Committee.*

The president shall appoint a balloting committee to examine and count ballots.

~~13.030.6.~~ Balloting Committee Meeting and Report.

~~The balloting committee shall meet at a time, and place, and manner determined by the president to examine and count the ballots. Such meeting shall take place, no later than 5 March. The balloting committee shall certify its report of the results to the general secretary within five days thereafter.~~

~~13.030.7.~~ 12.030.6. *Counting Ballots.*

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

~~13.030.8.~~ 12.030.7. *Announcement of Director-nominee.*

The president shall announce the name of the director-nominee selected ~~by such ballot by mail~~ no later than 10 March.

~~13.030.9.~~ 12.030.8. *Tie Vote.*

Where ~~If a club ballot by mail~~ results in a tie for director-nominee, a second club ballot shall be conducted. The general secretary shall ~~supervise preparation and mailing of such~~ prepare and send the ballots, ~~which. Such ballots shall contain~~ include the names of the candidates who ~~received the tie vote tied~~ in the first club ballot, ~~by mail. The ballot shall be accompanied by biographical statements, and photographs of such candidates. The ballots and other materials shall be mailed sent to each club in the zone or section by 15 March. Such ballot shall be mailed with instructions that the completed ballot must be returned to the general secretary at the World Headquarters of the Secretariat no later than the following 1 May. The balloting committee shall meet at a time, and place, and manner determined by the president to examine and count the ballots, no later than. Such meeting shall take place by 5 May. The balloting committee shall certify its report of the results to the general secretary within five days thereafter. The president shall inform all clubs in the zone of the director-nominee no later than 10 May.~~

~~13.030.10.~~ 12.030.9. *Extension of Time.*

The board ~~shall have authority to may~~ alter the date(s) ~~under in~~ this section as they ~~may~~ apply to the clubs ~~in any zone where exceptional circumstances exist.~~

~~13.040.~~ 12.040. *Nominations for Officers of RIBI.*

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

~~Article 14~~ **Article 13** *Nominations and Elections for Governors*

~~14.010.~~ 13.010. Selection of a Governor-nominee.

~~14.020.~~ 13.020. Nominating Procedure for Governor.

13.030. Nominating Committee Process.

~~14.030.~~ 13.040. Selection Through ~~Ballot by Mail~~ of Governor by Club Ballot.

~~14.040.~~ 13.050. Club Ballot ~~by Mail~~ Specifications.

13.060. Selection of Governor by District Conference.

~~14.050.~~ 13.070. Certification of Governor-nominee.

~~14.060.~~ 13.080. Rejection or Suspension of Governor-nominee.

~~14.070.~~ 13.090. Special Elections Vacancies in the Offices of Governor-nominee and Governor elect.

~~14.010.~~ 13.010. *Selection of a Governor-nominee.*

The district shall select a nominee for governor ~~not more than 36 months, but not less than 24 months, prior to the day of~~ between 24 and 36 months before taking office. The nominee shall ~~assume the title of~~ become the governor-nominee-designate upon selection and shall ~~assume the title of~~ the governor-nominee on 1 July two years ~~prior to assuming~~ 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 ~~held immediately preceding in the year in which such~~ before the nominee is to be ~~trained at~~ will attend the international assembly. ~~Nominees so elected shall serve~~

a one-year term as governor-elect and assume office on 1 July in the calendar year following election.

**14.020. 13.020. Nominating Procedure for 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
- (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.

**14.020.1. Method of Selection of Governor Nominee.**

Except for those districts in RIBI, a district shall select its governor-nominee either by a nominating committee procedure as hereinafter provided or by a ballot by mail as provided in sections 14.030. and 14.040. or, alternatively, at the district conference as provided in subsection 14.020.13., the choice of which shall be decided by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting.

**13.030. Nominating Committee Process.**

**14.020.2. 13.030.1. Nominating Committee for Governor.**

In districts adopting a nominating committee procedure for selection of governor-nominee, the nominating committee for governor shall be charged with the duty to seek out and propose the best available 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 of the clubs present and voting at a district conference. ~~Such~~ The terms of reference ~~may~~ must not be inconsistent with the bylaws.

**14.020.3. 13.030.2. Failure to Adopt Nominating Committee Procedure.**

Any district ~~which~~ that has adopted the nominating committee procedure for selection of governor-nominee but fails to select the members of a ~~nominating~~ the committee as required in subsection 14.020.2. ~~shall utilize~~ shall select the five most recent past governors who are still members of a club in that district as its nominating committee. The committee ~~so constituted~~ shall function in accordance with section 14.020. 13.030. ~~Where~~ If five past governors are not available, the RI president of ~~RI~~ shall appoint additional ~~suitable persons~~ members from that district so that the committee ~~contains~~ has five members.

**14.020.4. 13.030.3. Suggestions by Clubs Club Suggestions for Governor.**

In a district selecting its governor-nominee either by nominating committee procedure or at the district conference, the The governor shall invite the clubs to submit their suggestions for nominations for governor. ~~Where the nominating~~

~~committee procedure is to be utilized, such suggestions shall be considered by the nominating committee so long as they reach the committee by the date established and announced by the governor. Such announcement shall be made to the clubs in the district. The deadline for suggestions is at least two months before such suggestions must reach the nominating committee meeting. The announcement shall include the address to which suggestions shall be sent. The suggestions shall be submitted in the form of by a resolution adopted at a regular club meeting of the club and certified by the secretary naming the suggested candidate. The resolution shall be certified by the club secretary. A club may shall only suggest only one of its own members as a candidate for governor-nominee.~~

~~14.020.5. 13.030.4. *Nomination by Committee of Best Qualified Rotarian.*~~  
~~The nominating committee for governor shall The committee shall nominate the best qualified Rotarian who is available to serve as governor and not be limited in its selection to those names submitted by clubs in the district. The committee shall nominate the best qualified Rotarian who is available to serve as governor.~~

~~14.020.6. 13.030.5. *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. The Within three days of the receipt of the notice, the governor shall then publish to notify the clubs in writing of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee. Publication of the announcement consists of a written notice by the governor by letter, e-mail or facsimile to the clubs in the district.~~

~~14.020.7. 13.030.6. *Committee Inability to Select Nominee.*~~  
~~Where If the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a club ballot by mail as provided in section 14.040 13.050. or at the district conference in accordance with section 16.050. Alternatively, the governor-nominee may be selected from among In either case, only those candidates suggested to the nominating committee at the district conference in accordance with section 16.050 may participate.~~

~~14.020.8. 13.030.7. *Challenging Candidates.*~~  
~~Any club in the district which has been 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 provided this club has previously suggested such 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 provided such if the candidate is a member of that club and the challenging candidate must have been duly was already suggested to the nominating committee. The name of the challenging candidate shall be submitted pursuant to by a resolution by of the club adopted at a regular meeting. The club must file the resolution with the governor and filed with the governor by the date determined set by the governor. Such date, which shall be not more than within~~

14 days after publication of the announcement of notification of the selection for governor-nominee by the governor.

~~14.020.9.~~ 13.030.8. *Concurrence to Challenges.*

The governor shall inform all clubs through a form prescribed by RI of the name of any challenging candidate who has been proposed as specified above. The governor shall also inquire and ask whether any club wishes to concur concur with the challenge. A In order to concur, a club must file adopt a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions must be filed and file it with the governor by the date determined set by the governor. Only challenges that have been concurred to by at least A valid challenge requires concurrences by either:

- (a) 10 other clubs which have been in existence for at least one year as of the beginning of that year or
- (b) 20 percent of the total number of clubs as at the beginning of that year in the district

which have been in existence for at least one year as of the beginning of that year in that district, whichever is higher, and only when such resolutions by the club were adopted at a regular meeting in accordance with the club bylaws as determined by the governor shall be considered valid. A club shall concur with only one challenging candidate.

~~14.020.10.~~ *Absence of Challenging Candidate.*

The governor shall declare the candidate of the district nominating committee to be the governor nominee where no such challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within 15 days of the deadline.

~~14.020.11.~~ 13.030.9. *Challenging Nominations.*

The Within seven days after the deadline, the governor shall notify, ~~within seven days following the deadline, all clubs in the district where clubs that there is a valid challenging nomination candidate has been received by the deadline.~~ Such The notice shall include the name and qualifications of each such challenging candidate, the names of the challenging and concurring clubs, and state that ~~such the candidates will be balloted upon voted on in a club ballot by mail or alternatively at the district conference, as long as if the challenge remains effective up to the date set by the governor valid.~~

~~14.020.12.~~ 13.030.10. *Lack of Valid Challenging Nomination Candidate.*

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

~~14.020.13.~~ *Ballot at District Conference for Election of Governor nominee.*

The ballot at the district conference will follow as closely as possible the provisions for a ballot by mail. All votes from a club with more than one vote

shall be cast for the same candidate failing which the votes from such club shall be deemed to be spoiled votes. Each club shall designate one elector to cast all of its votes.

~~14.030.~~ **13.040.** *Selection Through Ballot by Mail of Governor by Club Ballot.* A district shall select its nominee for governor in a ballot by mail without the assistance of a nominating committee where circumstances require such action under subsection ~~14.020.1.~~ or when permission is given by the board.

~~14.030.1.~~ *Procedure.*

The governor shall ~~mail to the secretary of~~ send every club in the district an official call for nominations for governor. All nominations must be ~~made in writing, and 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 ~~may shall~~ suggest only one of its own members as a candidate for governor nominee. Nominations must be in the hands of the governor by a date fixed by the governor. ~~Such date shall be at least one month after the call for such nominations. No~~ If only one candidate is suggested by the clubs, no ballot shall be is required and the governor shall declare ~~such the~~ candidate to be the governor-nominee ~~where only one candidate is suggested by a club.~~

~~14.030.2.~~ *Club Nomination of Two or More Candidates.*

~~Where~~ If there are two or more candidates, the governor shall ~~notify all clubs in the district notifies clubs~~ of the name and qualifications of each ~~such~~ candidate and that all ~~such candidates for the~~ governor-nominee will be selected ~~through by~~ a club ballot-by-mail.

~~14.040.~~ **13.050.** *Club Ballot by Mail Specifications Procedure.*

The governor shall ~~prepare one ballot for each club, giving the name of any~~ send a single transferable ballot to each club, listing first the candidate selected by the district nominating committee. ~~The ballot shall then list and then listing in alphabetical order the names of any other candidates received by the governor. Where there are more than two candidates, balloting shall be by the single transferable ballot system.~~ The governor shall ~~mail~~ send a copy of ~~said the~~ ballot, signed by all members of the balloting committee, to each club with instructions that the completed ballot be returned to ~~and received by~~ the governor. ~~The ballots shall be returned by a date fixed set by the governor. Such~~ This date shall be ~~no less than 15 days or more than 30~~ between 15 and 30 days following the date of the governor's mailing of the governor sent the ballots to the clubs.

~~14.040.1.~~ **13.050.1.** *Club Voting.*

The number of a club's votes is determined by the formula in subsection 16.050.1. Each club shall be entitled to at least one vote. ~~Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice~~

~~preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. If a club is entitled to cast 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 in a sealed envelope provided therefor.~~

~~14.040.2.~~ **13.050.2. *Balloting Committee.***

~~The governor shall determine and announce the place, date, and time for counting of ballots and shall appoint a balloting committee of three members to arrange a place and otherwise take charge of validating and counting the ballots. Validation of ballots shall be undertaken separately from the counting of the ballots. The committee shall make other arrangements to safeguard the secrecy of the ballots as necessary. Arrangements shall be made so that candidates or a representative of each of them their representatives may be present to observe the counting of the ballots. All sealed envelopes containing the ballots from each club shall be opened in the presence of the candidates or their representatives.~~

~~14.040.3.~~ **13.050.3. *Majority or Tie Vote. 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 for that district. If two candidates each receive 50 percent of the votes in an election and one of the candidates is the nominee of the nominating committee, the nominee of there is a tie vote, the nominating committee's candidate shall be declared the governor-nominee. If neither of the candidates is the nominee of the nominating committee tied candidate was the nominating committee's choice, the governor shall select one of the tied candidates as the governor-nominee.~~

~~14.040.4.~~ ***Report of Balloting Committee.***

~~The balloting committee shall promptly report the results to the governor as soon as a candidate receives a majority vote. The report shall contain the number of the votes for each candidate. The governor shall promptly notify the candidates and clubs of the results of the ballot. The balloting committee shall retain all ballots cast for a period of for 15 days following after the governor's notification to the candidates and clubs. ~~Such~~ The ballots shall be open to inspection by a representative of any club during ~~such~~ this period. The chair of ~~said~~ the committee shall destroy ~~such~~ the ballots following the 15-day period.~~

**13.060. *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.

~~14.050.~~ **13.070.** *Certification of Governor-nominee.*

The governor shall certify the name of the governor-nominee to the general secretary within ~~ten~~ 10 days ~~after such nominee has been declared~~ of declaring the nominee.

~~14.060.~~ **13.080.** *Rejection or Suspension of Governor-nominee.*

~~14.060.1.~~ **13.080.1.** *Failure to Meet Qualifications.*

Any ~~nominee for governor~~ governor-nominee who does not meet the ~~prescribed~~ qualifications and requirements shall be rejected and ~~shall not be presented by~~ the general secretary to the convention for election, unless excused by the board in accordance with sections 17.010. and 17.020.

~~14.060.2.~~ **13.080.2.** *Suspension of Nomination.*

~~Notwithstanding the receipt of a signed statement from a governor nominee, the~~ The board may suspend ~~such a~~ nomination where ~~if~~ it has ~~cause to believe~~ believes that the nominee would be unable to fulfill ~~satisfactorily~~ the duties and responsibilities of the office as ~~provided in the bylaws.~~ The board shall inform ~~the~~ governor and nominee ~~shall be informed of such~~ of the suspension and the nominee shall be given an opportunity to submit ~~to the board, through the~~ governor and the general secretary, additional information with reference to the nominee's ability to ~~assume the duties and responsibilities of the office of~~ governor. The board shall consider all pertinent circumstances including ~~such~~ any information as ~~may be~~ submitted by the nominee and either reject the nomination of the nominee by a two-thirds vote or withdraw the suspension.

~~14.060.3.~~ **13.080.3.** *Rejection of Nominee.*

The general secretary shall advise the governor ~~of the district concerned where~~ the nomination of ~~if~~ the nominee has been rejected by the board. The general secretary shall provide ~~the~~ reasons for ~~such~~ the rejection, and the governor shall ~~so~~ advise ~~such~~ the nominee. ~~Where~~ If time permits, the governor shall conduct a club ballot ~~by mail in the district~~ to select another nominee for governor in accordance with the provisions of the bylaws. ~~Where a district fails to select an acceptable and qualified nominee for governor, such~~ Otherwise, the nominee shall be selected in accordance with section ~~14.070.~~ 13.090.

~~14.070.~~ **13.090.** *Special Elections Vacancies in the Offices of Governor-nominee and Governor-elect.*

~~Where~~ If a district fails to select a ~~nominee for governor~~ governor-nominee or ~~where~~ if a nominee for ~~such office~~ becomes disqualified for election or otherwise ~~becomes~~ unable or unwilling to serve and another nominee is not selected ~~by the~~ district prior to either before the annual election of officers at the convention, ~~the~~ governor shall reinitiate ~~the nominating procedures in accordance with section~~ 14.020. Similarly, where a district's nominee is elected at the convention, but ~~becomes disqualified or otherwise unable or unwilling to serve~~ or at least three months prior to before the international assembly, the governor shall reinitiate the nominating procedures starting with section ~~14.020.~~ 13.020. In either event,



the board shall elect the Rotarian so nominated to serve as governor-elect. Thereafter, if a governor-elect becomes disqualified or unable or unwilling to serve the board shall elect a Rotarian qualified under section ~~16.070.~~ to fill the vacancy. Provided, however, if either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for his or her successor has been duly completed by the district, then the successor shall automatically fill the vacancy if he or she is 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 17.010.

~~14.070.1.~~ 13.090.1. *Special Provision to Special Elections Vacancies.*

When a governor reinitiates the nominating committee procedure in accordance with section ~~14.070.~~ 13.090., the governor shall not be required to repeat the procedure required in subsection ~~14.020.4.~~ 13.030.3. if there were no suggestions from by clubs to the nominating committee during the previous nominating process.

**Article 14 Conduct and Review of Elections**

**14.010.** Campaigning, Canvassing, and Electioneering.

**14.020.** Nominating Committees – favoritism and nepotism.

**14.030.** Election Review Procedures.

**14.010. *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.

**14.020. *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 such 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.

**14.030. *Election Review Procedures.***

**14.030.1. *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.

14.030.2. 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.

14.030.3. 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 14.030.1. 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 14.030.1., the board may dissolve the district and assign the clubs to surrounding districts, without regard to the provisions of section 16.010.1.

14.030.4. Candidate Declaration of Campaigning Provisions.

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

14.030.5. 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 point c.

## **Article 15 Administrative Groups and Administrative Territorial Unit**

**15.010.** Board Authority.

**15.020.** Supervision.

**15.030.** Administrative Territorial Unit (RIBI).

**15.010.** *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.

**15.020.** *Supervision.*

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

**15.030.** *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 ~~of the board~~ to admit clubs in RIBI, as a districting committee of RI, in RI financial matters as provided in these bylaws, and as ~~may be~~ authorized by the board.

15.030.1. *The RIBI Constitution of RIBI.*

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

15.030.2. *Amending the RIBI Constitution of RIBI.*

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

15.030.3. *Amending the RIBI Bylaws of RIBI.*

The RIBI bylaws may be amended as provided in, and consistent with, its constitution and the RI constitutional documents of RI. ~~Such amendments shall be consistent with RIBI's constitution and the constitutional documents of RI.~~

## **Article 16 Districts**

**16.010.** How Established.

**16.020.** District Training Assembly.

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

**16.040.** District Conference and District Legislation Meeting.

**16.050.** Voting at District Conferences and District Legislation Meetings ~~Voting.~~

**16.060.** District Finances.

~~**16.070.** Qualifications of a Governor nominee.~~

~~**16.080.** Qualifications of a Governor.~~

~~**16.090.** Duties of a Governor.~~

~~**16.100.** Duties of a Governor in RIBI.~~

~~**16.110.** Removal from Office.~~

~~**16.120.** District Ballot by Mail.~~

### **16.010. How Established.**

The board is authorized to group the clubs into districts. ~~The president shall promulgate a list of such districts and set their boundaries. Such action shall be at the direction of the board. The board may assign a club that conducts interactive activities to any district.~~

#### **16.010.1. Eliminating and Changing Boundaries.**

The board may eliminate or change the boundaries of ~~any a~~ a district with more than 100 clubs or fewer than 1,100 Rotarians, and in conjunction with any such change, ~~the board may move the clubs from such these~~ these districts into adjacent districts, ~~the board also may merge such these districts with others, districts or divide the districts them.~~ Otherwise, no change shall be made to the boundaries of ~~any a~~ a district ~~over the objection of a majority of the total number of clubs in the 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 ~~providing allowing them~~ providing reasonable opportunity ~~for the governors and clubs of the districts involved to provide a recommendation on the proposed change.~~ The board shall ~~take into account~~ consider geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. Any board decision ~~by the board~~ to eliminate or change district boundaries shall not be effective take effect for at least two years. The board shall establish procedures ~~as to~~ for administration, leadership, and representation ~~for~~ of future or merged districts.

#### **16.010.2. Clubs in the Same Area.**

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

**16.020. District Training Assembly.**

A district (or multidistrict) training assembly, which may be a multidistrict training assembly, shall be held annually, preferably in March, April or May, to develop Rotary club leaders who have the necessary skills, knowledge, and motivation to: sustain and/or grow expand their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support The Rotary Foundation TRF through both program participation and financial contributions. ~~The governor-elect shall be responsible for the district training assembly. The district training assembly shall be planned and conducted under the direction and supervision of the governors-elect. The governors-elect shall plan, conduct, direct, and supervise the district training assembly.~~ In special circumstances, the board may authorize ~~the holding of a district training assembly at a date other than provided herein~~ those specified here. Those specifically invited shall include ~~the incoming club presidents and the members of clubs assigned by the incoming president to serve in key leadership roles in the upcoming year~~ club leaders.

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

A district (or multidistrict) PETS, which may be a multidistrict PETS, shall take place for the purpose of orientation and training of club shall be held annually, preferably in February or March, to orient and train presidents-elect in the district as determined by the board. The PETS shall be held annually, preferably in February or March. The governor-elect shall be responsible for the PETS. The PETS shall be planned and conducted under the direction and supervision of the governors-elect. The governors-elect shall plan, conduct, direct, and supervise the PETS.

**16.040. District Conference and District Legislation Meeting.**

**16.040.1. Time and Place.**

A district conference of Rotarians of each district shall be held annually at such a time and place as agreed upon by the governor and the presidents of a majority of the clubs of the district. 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. ~~Further, the~~ The district may also hold a district legislation meeting, after all clubs receive 21 days notice, at a time and place determined set by the governor, provided 21 days notice is given to all clubs in the district.

**16.040.2. Site Selection.**

~~Where a governor nominee has been selected and certified to the general secretary, the district conference for the year of the governor-nominee's service may be planned in advance. The governor-nominee and a majority of the current club presidents of the clubs of that district must agree to on the site for such the conference. With the approval of the board, a district may also select the site of~~

~~the district conference for the year of a governor-nominee's service by the vote of~~  
Alternatively, the board may approve that the governor-nominee and a majority  
of those persons who will serve as club presidents during the same year may  
select the site of the conference. ~~Where~~ If a club has not selected its future  
president, ~~the~~ its current president ~~of that club~~ shall vote on the site ~~of such~~  
conference.

16.040.3. *Conference and District Legislation Meeting Actions.*

~~A district conference and district or~~ legislation meeting may adopt  
recommendations upon matters of importance in its on matters important to the  
district, provided such action shall be in accordance with the RI constitution and  
bylaws and in keeping with the spirit and principles of Rotary. Each ~~district~~  
conference and ~~district~~ legislation meeting shall consider and act ~~upon~~ on all  
matters submitted ~~to it for consideration by the board and may adopt resolutions~~  
thereon.

16.040.4. *Conference Secretary.*

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

16.040.5. *Conference Report.*

~~The~~ Within 30 days after the conference, the governor or acting chair, along with  
the secretary, shall prepare ~~and execute a written~~ report of the conference  
proceedings ~~within 30 days of the adjournment of said conference.~~ They shall  
transmit three copies of such report and send it to the general secretary and one  
copy thereof to the secretary of each of the clubs of each club secretary in the  
district.

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

16.050.1. *Electors.*

Each club ~~in a district~~ shall select, and certify, ~~and send~~ at least one elector to its  
~~annual district conference and district legislation meeting (if one is held) at least~~  
~~one elector.~~ Any A club with a membership of more than 25 shall be entitled to  
members has one additional elector for each additional 25, members or major  
fraction thereof, ~~of its members.~~ 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.  
~~Such membership shall be~~ Membership is determined by the number of members  
in the club ~~as of the date of the most recent latest club invoice preceding the date~~  
~~on which the vote is to be held~~ before the vote, except that a suspended club has  
no vote. However, any club whose membership in RI has been suspended by the  
board shall not be entitled to any electors. Each elector shall be a member of the  
club. ~~An~~ To vote, an elector must be present at the ~~district~~ conference or a  
district legislation meeting ~~to vote.~~

16.050.2. *Conference and ~~District~~ Legislation Meeting Voting Procedures.*

Every club member in good standing ~~of a club in a district~~ present at the district conference or a district legislation meeting shall be entitled to vote on all matters submitted to a vote at such conference or district legislation meeting ~~except for the~~ is entitled to vote on all matters, except for:

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

~~However, any elector shall have the right to~~ Any club member in good standing present may demand a poll upon on any matter presented to the conference or district legislation meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on the ~~selection of the governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, or election of the club representative and alternate representative of the district to the council on legislation and council on resolutions,~~ 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 ~~requiring or utilizing a~~ 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 ~~ordered choices~~ order of candidates.

16.050.3. *Proxies.*

~~A If the governor approves, a club may designate a proxy for its absent elector(s). Such club must obtain the consent of the governor for such proxy. The proxy may include a member of its own club or an absent elector, who may be a member of any club in the district in which the club is located. The proxy designation must be certified by the club president and secretary of such club. The proxy shall be entitled to vote as proxy for the non-attending elector(s) represented, may cast votes for an absent elector in addition to any other vote the proxy may have.~~

16.050.4. *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 13.050. as nearly as possible.

**16.060. District Finances.**

16.060.1. *District Fund.*

Each district, by resolution of a conference, may establish a fund to be called "The District Fund" for financing district-sponsored projects and ~~the administration~~

~~and development of administering and developing~~ Rotary in the district. ~~The District Fund shall be established by resolution of the district conference.~~ Any person who fails to fulfill financial requirements, including improperly ~~administrating~~ administering the ~~district fund~~ District Fund or failing to comply with subsection 16.060.4., shall ~~be prohibited from holding~~ not hold any RI or district office until financial irregularities are resolved within the district.

#### 16.060.2. *Approval of Levy.*

~~The District Fund shall be financed by all clubs in the district by way of a per capita levy on the members of those clubs.~~ There shall be a per capita levy on members in the district to finance the District Fund. The amount of the levy shall be decided set by:

- ~~(a) the district training assembly after the approval of three-fourths of incoming club presidents present, provided that where a president-elect is excused from attending the district training assembly by the governor-elect in accordance with article 13, section 5(e) of the standard club constitution, the designated representative of the president-elect shall be entitled to vote in the president-elect's place, or, at the option of the district,~~
- ~~(b) (a) the district conference by a majority of the electors present and voting, or~~
- ~~(c) (b) at the option of the district, the training assembly or the district presidents-elect training seminar after the approval of PETS by three-fourths of the incoming club presidents, present, provided that where a president-elect is excused from attending by the governor-elect in accordance with including any representatives designated under article 13, section 5(c) of the standard club constitution, the designated representative of the president-elect shall be entitled to vote in the president-elect's place.~~

#### 16.060.3. *Per Capita Levy.*

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

#### 16.060.4. *Annual Statement and Report of District Finances.*

The governor must provide each club an independently reviewed annual statement and report of the district finances ~~that has been independently reviewed to each club in the district~~ within three months of the ~~completion~~ end of the governor's year in office term. ~~It may be reviewed either by~~ The review may be conducted by either a qualified accountant or by a district audit committee, as ~~may be decided by the district conference.~~ If an An audit committee ~~approach is selected, then it must:~~

- ~~(a) be composed of~~ have at least three active members;
- ~~(b) have all the members be active Rotarians;~~
- ~~(c) (b) have at least one member who is a past governor or a person with audit experience;~~



- (d) ~~(c)~~ not allow the following to serve on the audit committee for the year in which they serve in these positions: include any current governor, treasurer, ~~signatories~~ signatory of district bank accounts, ~~and members or member~~ of the finance committee; and
- (e) ~~(d)~~ have the members be selected by the district in accordance with ~~the~~ procedures established by the district procedures.

~~This~~ The annual statement and report shall include, but not be limited to, details of all:

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

The annual statement and report shall be presented, after at least 30 days notice, for discussion and adoption at the next district meeting ~~to which~~ where all clubs are entitled to may send a representative, ~~and for which 30 days notice has been given that the statement and report of district finances will be presented. If no such district meeting is held, the statement and report shall be presented for discussion and adoption but no later than~~ at the next district conference. If the statement is not adopted after presentation, it shall be discussed and adopted within three months ~~of the conclusion of~~ after the district conference at the next district meeting ~~to which~~ where all clubs are entitled to may send a representative, ~~and for which 30 days notice has been given that the statement and report of district finances will be presented~~ after at least 30 days notice. If such a district meeting does will not take place within the three-month period, the governor shall conduct a club ballot ~~by mail~~ within 60 days ~~thereafter~~ after the conference.

### **Article 17 Governors**

**17.010. Qualifications of a Governor-nominee.**

**17.020. Qualifications of a Governor.**

**17.030. Duties of a Governor.**

**17.040. Duties of an RIBI Governor.**

**17.050. Removal from Office.**

**17.060. Vacancy in the Office of Governor.**

~~16.070.~~ **17.010. Qualifications of a Governor-nominee.**

Unless ~~specifically~~ excused by the board, ~~no person shall be~~ the person selected as ~~nominee for governor unless the Rotarian has the following qualifications a~~ governor-nominee shall at the time of selection-;

~~16.070.1. Rotarian in Good Standing.~~

~~(a) The Rotarian must be a member in good standing of a functioning club in the district.~~

~~16.070.2. Rotarian Maintaining Full Qualifications of Membership.~~

~~(b) The Rotarian must have full qualifications for such club membership, including the classification requirements in the strict application of the provisions therefor, and the integrity of the Rotarian's classification must be without question.~~

~~16.070.3. Rotarian's Qualification as Past President of Club.~~

~~(c) The Rotarian must have served as club president of a club for a full term or be a as charter president of a club having served the full term from the date of charter to 30 June, provided that this period is at least six months for at least six months.~~

~~16.070.4. Rotarian's Ability to Fulfill Duties of Governor.~~

~~(d) The Rotarian must demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of a governor as provided in section ~~16.090~~: 17.030.~~

~~16.070.5. Rotarian's Certification of Qualifications.~~

~~(e) The Rotarian must demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws and~~

~~(f) submit to RI, through its general secretary, a signed a statement that the Rotarian understands clearly such those qualifications, duties, and responsibilities. Such statement shall also confirm that the Rotarian is qualified for the office of governor, and is willing and able to assume the and faithfully perform those duties and responsibilities of that office and to perform them faithfully.~~

~~16.080~~: 17.020. *Qualifications of a Governor.*

Unless specifically excused by the board, a governor, ~~at the time of when~~ taking office, must have attended the international assembly for its full duration, have been a member of one or more Rotary clubs Rotarian for at least seven years, and ~~must~~ continue to possess the qualifications in section ~~16.070~~: 17.010.

~~16.090~~: 17.030. *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 is charged with the duty of furthering the Object of Rotary by providing leadership and supervision of the clubs in the district. The governor should work with district and club leaders to encourage participation in a district leadership plan as may be developed by the board. The governor shall provide inspiration and motivation to~~ inspire and motivate the clubs in the district. The governor shall also ensure continuity within the district by working with past, current, and incoming district leaders ~~in~~

fostering effective clubs. The governor shall be is responsible for the following activities in the district:

- (a) organizing new clubs;
- (b) strengthening existing clubs;
- (c) promoting membership growth ~~by working with district leaders and club presidents to establish realistic membership goals for each club in the district;~~
- (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;
- ~~(d)~~ (f) supporting The Rotary Foundation with respect to program participation and financial contributions TRF;
- (e) (g) promoting cordial relations among the clubs and between the clubs and RI;
- (f) (h) planning for and presiding at the district conference and assisting the governor-elect in the planning and ~~preparation for the presidents-elect training seminar~~ preparing the PETS and the district training assembly;
- (g) (i) ~~providing for conducting an official visit meeting to each club, individually or in multi-club meetings, conducted throughout the year to take place at a time that maximizes the governor's presence for the purpose of to:~~
  - 1. ~~focusing focus~~ attention on important Rotary issues;
  - 2. ~~providing provide~~ special attention to weak and struggling clubs;
  - 3. ~~motivating motivate~~ Rotarians to participate in service activities;
  - 4. ~~ensuring ensure~~ that the club constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and
  - 5. ~~personally recognizing recognize~~ the outstanding contributions of Rotarians in the district;
- ~~(h)~~ (j) ~~issuing a monthly letter communication to each club president and secretary in the district;~~
- (i) (k) reporting promptly to RI as ~~may be~~ required by the president or the board;
- (j) (l) ~~supplying the governor-elect, as soon as possible following his or her election prior to providing the governor-elect, before the international assembly, full information as to about the condition of clubs with and recommended action for strengthening clubs to strengthen them;~~
- ~~(k)~~ (m) assuring that district nominations and elections are conducted in accordance comply with the RI constitution, these bylaws, constitutional documents and the RI's established policies of RI;
- (l) (n) ~~inquiring on a regular basis regularly~~ about the activities of Rotarian organizations operating in the district (Friendship Exchanges, intercountry committees, Global Networking Groups, etc.);
- ~~(m)~~ (o) ~~transferring continuing~~ district files to the governor-elect; and
- ~~(n)~~ (p) ~~performing such any other duties as are inherent as the of an RI officer of RI.~~

**~~16.100.~~ 17.040. *Duties of a an RIBI Governor in RIBI.***

The duties of ~~the governor in RIBI~~ an RIBI governor shall be performed in keeping with ~~the~~ traditional practices ~~in that 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 ~~such any~~ other duties as are inherent ~~as the officer of RI in the district of an RI officer.~~

**~~16.110.~~ 17.050. *Removal from Office.***

The president may remove a governor from office for cause ~~where a~~ if the president determines that the governor is not performing the duties and responsibilities ~~of the office as deemed sufficient by the president sufficiently.~~ ~~In such cases, the~~ The president shall ~~notify and~~ advise the governor that ~~said officer~~ he or she has 30 days to show reason why ~~the governor~~ 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 ~~where if~~ the governor has failed to provide adequate reason, in the president's judgment ~~of the president.~~ A removed governor removed from office ~~under this section~~ shall not be considered ~~to be~~ a past governor.

**~~16.120.~~ *District Ballot by Mail.***

~~All decisions and elections that the bylaws specify occur at a district conference or district training assembly may be made by the clubs of a district by a ballot by mail. Such ballot by mail shall follow as near as possible the procedures in section 14.040.~~

**17.060. *Vacancy in the Office of Governor.***

17.060.1. 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.

17.060.2. Permanent Vacancy in the Office of Governor.

If there is no vice governor, the board may elect a qualified Rotarian to fill a governor's vacancy for the unexpired term. Until the board acts, the president may appoint a qualified Rotarian as acting governor.

17.060.3. 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 qualified Rotarian as acting governor.

## **Article ~~17~~ 18 Committees**

~~17.010.~~ **18.010.** Number and Term Standing Committees.

**18.020.** Other Committees.

~~17.020.~~ Membership.

~~17.030.~~ Meetings.

~~17.040.~~ **18.030.** Special Committees.

**18.040.** Membership Committee.

**18.050.** Strategic Planning Committee.

**18.060.** Audit Committee.

**18.070.** Operations Review Committee.

**18.080.** Membership on Committees.

**18.090.** Meetings.

~~17.050.~~ **18.100.** Term of Service.

~~17.060.~~ **18.110.** Secretary of Committees.

~~17.070.~~ **18.120.** Quorum.

~~17.080.~~ **18.130.** Transaction of Manner of Conducting Business by  
Communication.

~~17.090.~~ **18.140.** Authority over Committees.

~~17.100.~~ Membership Committee.

~~17.110.~~ Strategic Planning Committee.

~~17.120.~~ Audit Committee.

~~17.130.~~ Operations Review Committee.

~~17.010.~~ **18.010.** Number and Term Standing Committees.

The board shall establish standing committees on ~~communications, constitution and bylaws, conventions, districting, election review, finance, and Rotaract and Interact,~~ as well as such other committees as it from time to time may determine is in the best interests of RI. The numbers and terms of office for the standing committees shall be as follows:

- (1) ~~(a)~~ communications - consist of with six members, two of whom shall be appointed each year for three-year terms of three years;
- (2) ~~(b)~~ constitution and bylaws - consist of with three members, one of whom shall be appointed each year for a three-year term of three years, except that in the year of the council on legislation, ~~when~~ there shall be four members, with the most recent past member serving a fourth year ~~on the committee~~;
- (3) ~~(c)~~ conventions - consist of with six members, ~~one of whom shall be~~ including the chair of the host organization for the annual 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;
- (4) ~~(d)~~ districting - consist of with three members, one of whom shall be appointed annually each year from the board for a three-year term of three years;
- (5) ~~(e)~~ election review - consist of with six members, each of whom shall serve a term of three years, with two members appointed each year for three-year terms;
- (6) ~~(f)~~ finance - consist of with eight members, six of whom shall serve a term of three years servicing three-year terms with two members appointed each

year, ~~and plus~~ the RI treasurer and one board member of the board appointed by the board, each of whom shall serve a term of one year both serving one-year terms as a non-voting member ~~members~~; and  
~~(7)~~ (g) Rotaract and Interact - ~~consist of with~~ six members, each of whom shall serve a term of three years, with two members appointed each year for three-year terms, plus a minimum of at least three Rotaract members.

**18.020. Other Committees.**

The board may establish other committees and determine, subject to the provisions of section 18.100.:

- ~~(a) The~~ the number of members ~~on the committees and~~
- ~~(b) the terms of members membership, except for the standing committees,~~ shall be as determined by the board, subject to the provision of section ~~17.050. below. The board shall prescribe~~
- ~~(c) the duties and authority of all committees and, except for the standing committees, provide for~~
- ~~(d) the continuity of committee members from year to year.~~

**17.020. Membership.**

~~Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees thereof after consultation with the board. The president shall also designate the chair of each committee and subcommittee. The president shall be an *ex officio* member of all RI committees.~~

**17.030. Meetings.**

~~Except as otherwise provided in these bylaws, committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the president. A majority of the membership shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or subcommittee.~~

**17.040. 18.030. Special Committees.**

~~The provisions of sections 17.010. — 17.030. 18.010., 18.020., 18.080., and 18.090. do not apply to any nominating committee or any committee formed under sections 17.100. — 17.130. 18.040. — 18.070.~~

**18.040. 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.

**18.050. 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.

**18.060. 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 current board members appointed annually by the board and one current 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.

**18.070. 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.

**18.080. 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. The president shall designate the chair of each committee and subcommittee and serve as an *ex officio* member of all RI committees.

**18.090. 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.

**~~17.050.~~ 18.100. *Term of Service.***

No person shall be eligible to ~~Except as otherwise provided in these bylaws, no person may serve on the same RI committee of RI for more than three years except as may be otherwise provided in the bylaws.~~ No person who has served on a committee for three years shall be is eligible for ~~subsequent later~~ appointment to the same committee. ~~The provisions of this This section shall does not apply to an ad hoc committees or ex officio member members of any committee or to members of ad hoc committees.~~ Notwithstanding the foregoing, the president may appoint as chair of a convention committee a Rotarian who has previously served for two years as a member of a convention committee who has not previously served as chair.

**~~17.060.~~ 18.110. *Secretary of Committees.***

The general secretary shall be is the secretary of all committees, unless the board otherwise provided for in the bylaws or by the board in establishing committees provides. The general secretary may appoint another person to serve as secretary.

**~~17.070.~~ 18.120. *Quorum.***

A majority of all the committee members of a committee shall constitute is a quorum at any for a meeting of such committee, unless otherwise provided for in the bylaws or by the board in establishing committees.

**~~17.080.~~ 18.130. *Transaction of Manner of Conducting Business by Communication.***

A committee may ~~transact~~ conduct business by any ~~appropriate means~~ manner of communication under such rules of procedure as may be prescribed by the board, unless otherwise provided in contrary to the bylaws.

**~~17.090.~~ 18.140. *Authority over Committees.***

The operations and activities of all All committees shall be are subject to the board control and supervision of the board pursuant to ~~subsection 5.040.2.~~ section 5.040. All committee actions and decisions shall be are subject to the board approval of the board, except the decision of the nominating committee for president in its selection of a nominee for president selecting a president-nominee. However, the board shall ~~have~~ has jurisdiction over all actions and decisions that are in violation of the provisions of sections ~~11.060. and 11.070~~ Article 14.

**~~17.100.~~ *Membership Committee.***

The board shall appoint a membership committee to be composed of at least eight members, appointed for at least three-year terms, on a staggered basis, with the ability for reappointment.

*Interim Provision Relating to Section 17.100.*

Amendments to section 17.100. adopted at the 2016 Council on Legislation pursuant to council enactment 16-90 shall be implemented by the board in a manner it deems appropriate.



***17.110. Strategic Planning Committee.***

The board and trustees of The Rotary Foundation shall appoint a strategic planning committee to be composed of eight members who shall be neither members of the board nor trustees of The Rotary Foundation and who shall serve four-year terms with two members appointed each year. Four of the members shall be appointed by the board and four of the members shall be appointed by the trustees of The Rotary Foundation. One member shall be appointed annually by the board and one member shall be appointed annually by the trustees. No member of the committee shall be a past president. Membership shall be selected so that qualifications provide a balance in membership with Rotarians experienced in long-term planning, RI and/or The Rotary Foundation programs and activities, and financial management. The committee shall meet at such times and places and upon such notice as may be determined by the president, the board, the chair of The Rotary Foundation or the trustees of The Rotary Foundation. The strategic planning committee shall develop, recommend and update a strategic plan for consideration by the board and trustees, survey Rotarians and clubs not less than every three years in discharge of its duties to review and make recommendations to the board and trustees pertaining to the strategic plan and undertake other duties assigned by the board and trustees. The chair and vice chair of the committee shall be jointly appointed by the president and chair of The Rotary Foundation. Members who have served fewer than three years may be reappointed.

***Interim Provision Relating to Section 17.110.***

Amendments to section 17.110. adopted at the 2016 Council on Legislation pursuant to council enactment 16-93 shall be implemented by the board in a manner it deems appropriate.

***17.120. Audit Committee.***

The board shall appoint an audit committee to be composed of seven members, each of whom shall be independent and financially literate. The members of the committee shall include two current members of the board appointed annually by the board and one current trustee of The Rotary Foundation appointed annually by the trustees. In addition, the committee shall include four members appointed by the board who shall be neither members of the board nor trustees of The Rotary Foundation, and who shall serve single terms of six years. The audit committee shall review and report to the board as appropriate on RI and Rotary Foundation financial reports, the external audit, the system of internal control, internal audit, and other matters connected therewith. The committee shall meet up to three times per year at such times and places and upon such notice as may be determined by the president, the board, or the chair of the committee, and, if deemed necessary by the president or the chair of the committee, additional times during the year at such times and places and upon such notice as may be determined by the president or the chair of the committee. The chair of the operations review committee or the chair's designee shall serve as a liaison to the committee. The committee, which shall act only in an advisory capacity to the board and trustees, shall function under such terms of reference not in conflict

with the provisions of this section, as may be prescribed by the board and trustees.

*Interim Provision Relating to Section 17.120.*

~~From the effective date of 1 July 2016, one additional non-director/non-trustee member shall serve a six-year term beginning 1 July 2017 and one additional non-director/non-trustee member shall serve a six-year term beginning 1 July 2018.~~

~~**17.130. Operations Review Committee.**~~

~~The board shall appoint an operations review committee to be composed of six members, each of whom shall serve a single term not exceeding six years with one member appointed every year as appropriate to maintain a committee of six members. No member of the committee shall be a past president or current member of the board or The Rotary Foundation trustees. Membership shall be selected so that qualifications provide a balance in membership with Rotarians experienced in management, leadership development, or financial management. The committee shall meet at such times and places and upon such notice as may be determined by the president or the board. 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, standards of conduct, and other operational matters as necessary. The committee, which shall act only in an advisory capacity to the board, shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board. The operations review committee shall report directly to the full board.~~

~~**Article 18**~~ **Article 19 Fiscal Matters**

~~**18.010. 19.010.**~~ Fiscal Year.

~~**18.020. 19.020.**~~ Club Reports.

~~**18.030. 19.030.**~~ Dues.

~~**18.040. 19.040.**~~ Date of Payment.

~~**18.050. 19.050.**~~ Budget.

~~**18.060. 19.060.**~~ Five-Year Financial Forecast.

~~**18.070. 19.070.**~~ Audit.

~~**18.080. 19.080.**~~ Report.

~~**18.010. 19.010.**~~ *Fiscal Year.*

~~The fiscal year of RI shall begin on~~ is from 1 July ~~and end on~~ to 30 June.

~~**18.020. 19.020.**~~ *Club Reports.*

~~Each club shall certify to the board in any manner prescribed by the board~~ A club shall report to RI the number of its members on 1 July and on 1 January ~~in~~ each year or on ~~such other dates as established~~ set by the board.

~~**18.030. 19.030.**~~ *Dues.*

~~18.030.1.~~ 19.030.1. Per Capita Dues.

Each club shall pay to RI ~~pays~~ per capita dues to RI for each of its members ~~member~~ as follows: US\$28.00 per half year in 2016-2017, US\$30.00 per half year in 2017 - 2018, US\$32.00 per half year in 2018 - 2019, and US\$34.00 per half year in 2019 - 2020 and thereafter. ~~Such~~ The dues shall remain constant until changed by the council on legislation.

~~18.030.2.~~ 19.030.2. Additional Per Capita Dues.

Each year a club shall pay each year ~~pays~~ to RI for each of its members additional per capita dues of US\$1.00 or such other in an amount per member, as determined by the board, to be sufficient to pay for the projected expenses of the next scheduled council on legislation and council on resolutions. ~~There shall be no minimum amount payable to RI by any club. In the event an extraordinary meeting of the council on legislation is convened, additional per capita dues to pay for its expenses shall be paid as soon as practicable following the meeting.~~ Such The additional dues shall be held as a separate fund are separately designated and restricted to provide for the expenses of representatives in attending the councils, as well as other administrative expenses of the councils, in a manner to be 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.

~~18.030.3.~~ Return or Reduction of Dues.

The board may return to any club such portion of said dues as the board deems just. ~~Upon request, the board may reduce or postpone the amount of per capita dues payable by a club whose locality has sustained serious damage due to natural or similar disasters.~~

~~18.030.4.~~ 19.030.3. Dues Payable by RIBI.

Each RIBI club ~~in RIBI~~ shall pay its per capita dues to RI as provided in subsection ~~18.030.1.~~ 19.030.1., through RIBI, ~~acting on behalf of RI.~~ RIBI shall retain one-half of the RI per capita dues assessed pursuant to subsection ~~18.030.1.~~ and forward to RI the balance of such dues to RI.

~~18.030.5.~~ 19.030.4. Adjustment of Payments Due Dues.

The board may return a portion of dues to a club, as it deems appropriate. ~~The board may adjust the payments due from the clubs in any country where the currency of such country~~ Upon request, the board may also adjust or postpone the amount of per capita dues payable by a club whose locality has sustained serious damage from natural or similar disasters or whose currency is so devalued to an extent that the clubs therein are club is required to pay an excessive amount of their own its currency to meet their its obligations to RI.

~~18.040.~~ 19.040. Date of Payment.

~~18.040.1. Due Date of Per Capita Dues~~ 19.040.1. Payment Due Dates.

Per capita dues shall be due and are payable pursuant to subsection ~~18.030.1.~~ 19.030.1. on 1 July and 1 January of each year or such other dates as established set by the board. ~~Dues~~ Additional dues are payable pursuant to subsection ~~18.030.2.~~ shall be due and payable 19.030.2. on 1 July or such other dates as established set by the board.

~~18.040.2.~~ 19.040.2. Prorated Dues.

~~For each member who is elected into membership of a club, the~~ Between payment due dates, a club shall pay prorated per capita dues in prorated amounts until the beginning of the next period for which dues are payable. The amount payable for each full month of membership shall be for new members, equal to one-twelfth of the annual per capita dues for each full month of membership. However, no a club is not required to pay prorated per capita dues shall be payable by a club for a transferring member or former member of another club, as described in section 4.030. The prorated Prorated per capita dues are due and payable on 1 July and 1 January or on such other dates as established set by the board. Such dues shall be changed only by the council on legislation.

~~18.040.3.~~ 19.040.3. Currency.

Dues shall be payable are paid to RI in US currency, ~~however, where it~~ If this is impossible or impractical for a club to pay its dues in US currency, 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 such action it advisable.

~~18.040.4.~~ 19.040.4. New Clubs.

~~No club shall be liable for payment of dues until the date next following its date of admission on which a per capita dues payment is due pursuant to subsection 18.040.1. A new club begins paying dues on the next payment due date after its admission.~~

~~18.050.~~ 19.050. Budget.

~~18.050.1.~~ 19.050.1. Adoption by Board.

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

~~18.050.2.~~ 19.050.2. Revision of Budget.

~~Such budget may be revised by the board at any time, provided that~~ The board may revise the budget at any time. anticipated Anticipated total expenses shall not exceed total anticipated revenue.

~~18.050.3.~~ 19.050.3. Budgeted Expenditures.

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

~~18.050.4.~~ 19.050.4. *Expenditures in Excess of Total Anticipated Revenue; Emergency and Unforeseen Circumstances.*

The board, by a three-quarters vote of all directors, may authorize the expenditure of amounts expenditures in excess of anticipated revenues, but only revenue in emergency and unforeseen circumstances, provided that the board shall not incur any expenditure which will result in no expenditure causes indebtedness which that exceeds the net assets of RI. ~~Full~~ The president shall report full details of the excess expenditure and the its circumstances leading thereto shall be reported by the president to all RI officers of RI within 60 days and to the next convention.

~~18.050.5.~~ 19.050.5. *Annual Publication of the Yearly RI Budget of RI.*

The budget of RI as adopted according to the provisions of subsection ~~18.050.1.~~ shall be published in a form to be decided upon by the board and brought to the knowledge of all Rotary clubs not later than ~~30~~ September of each Rotary year. By 30 September each year, the RI budget shall be published as decided by the board and brought to the attention of all clubs.

~~18.050.6.~~ 19.050.6. *Expenditures in Excess of Anticipated Revenue; General Surplus Fund.*

Notwithstanding the provisions of section 18.050.4., if at any time the general surplus fund is greater than 85 percent of the highest level of annual expenses during the most recent three-year period, excluding expenditures funded from the general surplus fund and the self-financing expenditures on the annual convention and the council on legislation, the board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided, however, that such expenditure would not cause the general surplus fund to decrease below 100 percent of such 85 percent level. Full details of the 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.~~ 19.060. *Five-Year Financial Forecast.*

~~18.060.1.~~ 19.060.1. *Annual Review of Five-Year Forecast.*

The board shall ~~consider~~ review a five-year financial forecast ~~on an annual basis.~~ Such forecast each year, which shall describe the development of RI's total revenues, and total expenses, of RI. ~~The forecast shall also describe the development of assets, liabilities, and fund balances of RI.~~

~~18.060.2.~~ 19.060.2. *Presentation of Five-Year Forecast at the Council on Legislation.*

The board shall present the five-year financial forecast ~~shall be presented by the board~~ to the council on legislation, as ~~financial~~ background to any ~~pending financial~~ legislation of a ~~financial~~ nature.

~~18.060.3.~~ 19.060.3. *Year of Forecast Coincides with Council on Legislation.*

The first year of the five-year financial forecast shall coincide with the year ~~during which~~ of the council on legislation ~~convenes.~~

~~18.060.4.~~ 19.060.3. *Presentation of Five-Year Forecast at Rotary Institutes.*  
The five-year forecast shall be presented by a A director or other board representative of the board shall present the five-year forecast to each Rotary institute for discussion.

~~18.070.~~ 19.070. *Audit.*

The board shall provide for an audit of RI ~~on at least an annual basis.~~ Such audit ~~shall be 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 ~~whenever~~ as required by the board.

~~18.080.~~ 19.080. *Report.*

The general secretary shall publish the audited annual report ~~of RI~~ no later than ~~the end of 31~~ December ~~following~~ after the fiscal year end. ~~Such~~ The report shall, by individual office, clearly show all ~~reimbursed expenses paid~~ expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each of the ~~directors~~ director. ~~In addition such report shall clearly show all reimbursed expenses paid to, and all payments made on behalf of, the office of the president.~~ The report shall further 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.~~ and, if necessary, as 19.050.1., or, if revised, in accordance with subsection ~~18.050.2.~~ 19.050.2. The report shall contain full details of any ~~expenditures that vary~~ expenditure varying from the approved budget by ~~more than~~ over 10 percent in each category. The report shall be distributed to each current and past RI officer ~~of RI~~ and shall be made available to any club upon request. The general secretary shall send the report for the year ~~immediately preceding~~ before a council on legislation shall be mailed by the general secretary to all council members ~~of that council~~ at least 30 days prior to the opening of that council before the council convenes.

## ~~Article 19~~ Article 20 **Name and Emblem**

~~19.010.~~ 20.010. Preservation of RI's Intellectual Property.

~~19.020.~~ 20.020. Restrictions on the Use of RI's Intellectual Property.

~~19.010.~~ 20.010. *Preservation of RI's Intellectual Property.*

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

~~19.020.~~ 20.020. *Restrictions on the Use of RI's Intellectual Property.*

~~Neither the~~ The name, emblem, badge, or other insignia of RI ~~nor~~ or of any club shall not be used by any club or ~~by any member of a club~~ as a trademark, special brand of merchandise, or for any commercial purpose. The RI does not recognize or approve the use of such an RI or club name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by RI.

~~Article 20~~ **Article 21 Other Meetings**

~~20.010.~~ **21.010.** International Assembly.

~~20.020.~~ **21.020.** Rotary Institutes.

~~20.030.~~ **21.030.** Council of Past Presidents.

~~20.040.~~ **21.040.** Meetings Procedure.

~~20.010.~~ **21.010.** *International Assembly.*

~~20.010.1.~~ **21.010.1.** *Purpose.*

An international assembly shall be held annually. The purpose of such an international assembly shall be is to provide Rotary education, instruction in administrative duties, motivation, and inspiration to educate, motivate, and inspire governors-elect, and to afford all present an opportunity to discuss, plan, and implement Rotary's programs and activities during the succeeding year for the coming Rotary year.

~~20.010.2.~~ **21.010.2.** *Time and Place.*

The board shall determine the time and place of the international assembly. The president-elect shall be is responsible for its program and shall be the chair of any committee appointed to supervise supervising assembly arrangements. The assembly shall be held prior to annually before 15 February. The board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a site for an international assembly.

~~20.010.3.~~ **21.010.3.** *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 of RI, and such other persons as that the board may designate.

~~20.010.4.~~ **21.010.4.** *Special or Sectional Assemblies.*

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

~~20.020.~~ **21.020.** *Rotary Institutes.*

The president may authorize the convening of Rotary institutes as annual informational meetings, known as Rotary institutes, to be attended by for past, present, and incoming RI officers of RI, 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.

~~20.030.~~ **21.030.** *Council of Past Presidents.*

~~20.030.1.~~ *How Constituted* **21.030.1.** *Composition.*

There shall be a council of past presidents which shall be a standing council composed of past presidents holding membership in a club who are club

~~members.~~ The president ~~shall be~~ is a non-voting ex officio a member of the council ~~of past presidents,~~ with the privilege of attending its meetings and ~~taking part participating~~ in its deliberations, but shall have no vote in the proceedings thereof.

~~20.030.2. Officers.~~

The penultimate past president shall ~~serves~~ as chair, ~~of the council of past presidents.~~ The member of the council who is the immediate past president shall serve as vice-chair, ~~of the council.~~ The and the general secretary shall be the as secretary of the council of past presidents but shall not be a member thereof of the council.

~~20.030.3. 21.030.2. Duties.~~

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

~~20.030.4. 21.030.3. Meetings.~~

The president or the board may call a meeting of the council of past presidents, ~~where concerted consideration and recommendation of the council is required.~~ Such meeting shall have an agenda which shall include topics referred by the president or the board. ~~The chair of the council shall make a report to the board subsequent to each meeting. Such report shall receive no publicity unless it is released in whole or in part for that purpose by the board.~~

~~20.030.4.1. Meeting at Convention and International Assembly.~~

The council of past presidents shall 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. 21.040. 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. ~~Such matters of procedure~~ These procedures shall take into consideration basic fairness be fair to all concerned, subject to the right of appeal to ~~such the~~ assembly.

**Article 21 Article 22 Official Magazine**

~~21.010. 22.010.~~ Authority for Publishing Official Magazine.

~~21.020. 22.020.~~ Subscription Prices.

~~21.030.~~ Subscription to Magazines.

~~21.010. 22.010.~~ Authority for Publishing Official Magazine.

The board shall ~~be responsible for publishing~~ publish an official RI magazine of RI. The official magazine shall be published in as many editions as the board authorizes. ~~shall authorize,~~ the basic edition being published in English and being



~~known as~~ The English edition is *THE ROTARIAN*. The purpose of the official magazine ~~shall be to serve as a medium~~ is to assist the board in furthering the purposes of RI and the Object of Rotary.

~~21.020.~~ **22.020.** *Subscription Prices.*

~~21.020.1.~~ *Price.*

~~The board shall determine the subscription price of all editions of the official magazine.~~

~~21.020.2.~~ **22.020.1.** *Required Subscription.*

~~Each member of a club in the United States and Canada shall become~~ be a paid subscriber to the official magazine or to a Rotary magazine approved for that club by the board for the duration of ~~such~~ their membership. Two Rotarians residing at the same address ~~have the option to~~ may subscribe jointly to ~~the~~ an official magazine. The board shall determine the subscription price of all editions of the official magazine. Such subscription shall be collected by the club from its members and forwarded to RI on behalf of the member Clubs shall collect the subscription fee and forward it to RI. Each member ~~shall have the option to~~ may choose ~~to receive either a printed copy by mail or an~~ (where available) electronic copy via the internet. 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.

~~21.020.3.~~ **22.020.2.** *Magazine Income.*

~~The magazine's income generated by the magazine in a~~ during the current year shall ~~not be used during that year for purposes other than~~ only for its publication and improvement. ~~Any~~ At the end of the year, any excess income over expenditure shall be transferred to ~~the RI's general fund surplus of RI at the end of the year, unless otherwise provided by the board~~ the board provides otherwise.

~~21.030.~~ *Subscription to Magazines.*

~~21.030.1.~~ *Required Subscription.*

~~Each member of a club not located in the United States or Canada shall become a paid subscriber to the official magazine of RI or to a Rotary magazine approved and prescribed for that club by the board. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The members shall maintain such subscriptions for the duration of their membership. Each member shall have the option to choose to receive either a printed copy by mail or an electronic copy via the internet where available.~~

~~21.030.2.~~ *Exceptions to Subscription Requirement.*

~~A club may be excused by the board from complying with the provisions of 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 such club.~~

## **Article 22 Rotary's Website**

The board is responsible for opening and maintaining an RI site on the web. This website shall be called Rotary's website and opened in several languages approved by the board. The purpose of this website is to help the board advance the purpose of RI and the Object of Rotary. RI, districts and clubs are urged to maintain websites in appropriate languages, which include, where feasible, a link to Rotary's website.

## **Article 23 The Rotary Foundation**

**23.010.** TRF's Purpose of The Foundation.

**23.020.** Trustees.

~~**23.030.** Terms of Trustees.~~

~~**23.040.** Compensation of Trustees.~~

~~**23.050.**~~ **23.030.** Expenditures of Trustees.

~~**23.060.**~~ **23.040.** Report of Trustees.

**23.010.** *TRF's Purpose of The Foundation.*

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

**23.020.** *Trustees.*

There shall be 15 trustees, each nominated by the president-elect and elected by the board in the year ~~prior to~~ before taking office. Four ~~of the~~ trustees shall be past RI presidents of RI. All trustees shall satisfy the qualifications ~~listed in the~~ Foundation's in TRF's bylaws.

~~**23.020.1.** *Vacancies in the Office of Trustee.*~~

In the event of a vacancy ~~in the position of trustee~~, a new trustee shall be nominated by the president and elected by the board to ~~fill the unexpired~~ complete the term.

~~**23.030.** *Terms of Trustees.*~~

The terms of the trustees shall be four years. Trustees may be ~~reappointed.~~ reelected

~~**23.040.** *Compensation of Trustees.*~~

All trustees and shall serve without compensation.

~~**23.050.**~~ **23.030.** *Expenditures of Trustees.*

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

- (1) the necessary expenses of ~~administration of the Foundation,~~ administering TRF and

- (2) expenditures of the income or principal of gifts to ~~the Foundation which are~~ TRF as prescribed by the terms of the gift or bequest.

~~23.060.~~ **23.040.** *Report of Trustees.*

The trustees shall report ~~no less than annually~~ to RI at least annually on the TRF's programs and finances ~~of the Foundation~~. The annual report of the Foundation shall, by individual office, clearly show all ~~reimbursed expenses paid~~ expenses reimbursed to, and all payments made on behalf of, each of the trustees trustee.

**Article 24 Indemnification**

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

**Article 25 Arbitration and Mediation**

~~25.010.~~ **25.010.** *Disputes. Mandatory Mediation or Arbitration.*

~~25.020.~~ **25.020.** *Date for Mediation or Arbitration.*

~~25.030.~~ **25.020.** *Mediation.*

~~25.040.~~ **25.030.** *Arbitration.*

~~25.050.~~ **25.050.** *Decision of Arbitrators or Umpire.*

~~25.060.~~ **25.040.** *Costs of Mediation or Arbitration.*

**25.010.** *Disputes. Mandatory Mediation or Arbitration.*

Should any dispute ~~other than as to a decision of the board~~ arise between any Any dispute between the current or former member(s) of a Rotary club and a Rotary district, RI, or an RI officer, on any account whatsoever ~~which that~~ cannot be settled amicably, except a board decision, the dispute shall, upon a disputant's request to the general secretary ~~by any of the disputants,~~ be resolved by mediation or, if mediation is refused by one or more parties, be settled fails, by arbitration. ~~Such a request for mediation or arbitration should take place within sixty (60) days of~~ 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.

~~25.020.~~ **25.020.** *Date for Mediation or Arbitration.*

In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within ninety ~~(90)~~ days after the receipt of the request for mediation or arbitration.

~~25.030.~~ **25.020.** *Mediation.*

The procedure for such mediation shall be set by the board. ~~Either of the disputants may request the general secretary, or someone appointed by the general secretary for this purpose, to appoint a mediator who is a member of a Rotary club, other than that of the disputing parties, and who has appropriate mediation skills and experience.~~ 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.

~~25.030.1. Mediation Outcomes.~~

~~The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s), and one copy given to the board to be held by the general secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of both parties. Either party through the general secretary may call for further mediation, if either party has retracted significantly from the mediated position.~~

~~25.030.2. Unsuccessful Mediation.~~

~~If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 25.040. of this article.~~

~~25.040. 25.030. Arbitration.~~

~~In the event of a request for arbitration, each 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 and the arbitrators shall appoint an umpire. Only a member of a Rotary club, other than that of the disputants, may be appointed as umpire or 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.~~

~~25.050. Decision of Arbitrators or Umpire.~~

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

~~25.060. 25.040. Costs of Mediation or Arbitration.~~

~~The costs of the conflict resolution, whether by Costs of mediation or arbitration, should be borne on an equal basis shall be paid equally by the disputants, unless otherwise decided by the mediator, arbitrators, or umpire of the arbitration.~~

**Article 26 Amendments**

~~The These bylaws may be amended only by a majority vote of those present and voting at the council on legislation, except as provided for or an extraordinary council meeting of the council on legislation as provided in section 7.060. 7.090.~~

(End of Text)

**ADOPTED ENACTMENT 19-116**

To modernize and streamline the Standard Rotary Club Constitution without making any substantive changes

To amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows (pages 87-99 MOP)

**Article 1 Definitions**

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

- 1. Board: The Board of Directors of this club.
- 2. Bylaws: The bylaws of this club.
- 3. Director: A member of director on this club’s Board of Directors.
- 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 club.
- 7. ~~Writing:~~ A communication capable of documentation, regardless of the method of transmission.
- 7. ~~8.~~ Year: The twelve-month period ~~which begins on~~ beginning 1 July.

**Article 2 Name**

The name of this ~~This~~ organization shall be the Rotary Club of

\_\_\_\_\_  
\_\_\_\_\_

(Member of Rotary International).

(a) The name of a any satellite of this club (~~when applicable~~) shall be Rotary Satellite Club of \_\_\_\_\_

(A satellite of Rotary Club of \_\_\_\_\_).

**Article 3 Purposes**

The purposes of this club are to:

- (a) pursue the Object of Rotary;
- (b) carry out successful service projects based on the ~~Five~~ five Avenues of Service;
- (c) contribute to the advancement of Rotary by strengthening membership;
- (d) support The Rotary Foundation, ~~and~~
- (e) develop leaders beyond the club level.

**Article 4 Locality of the Club**

The locality of this club is as follows:

\_\_\_\_\_  
\_\_\_\_\_

Any satellite club of this club shall be located in this locality or the surrounding area.

### **Article 5 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 6 Five Avenues of Service**

Rotary's ~~Five~~ 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.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and 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 world peace and cultural understanding.

### **Article 7 Exceptions to Provisions on Meetings and Attendance**

The bylaws may include ~~rules or requirements~~ provisions that are not in accordance with and that supersede article 8, section 1; article 12; and article 15, section 4, of this constitution. ~~Such rules or requirements shall supersede the~~

~~rules or requirements of these sections of this constitution;~~ a A club, however, must meet at least twice per month.

## **Article 8 Meetings**

**Section 1** — *Regular Meetings.* [*See article 7 for exceptions to ~~the provisions of~~ this section.*]

- (a) *Day and Time.* This club shall hold a regular weekly meeting ~~once each week~~ on the day and ~~at the time provided set~~ in the bylaws.
- (b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity ~~through an online meeting, or using an online connection for members whose attendance otherwise would be precluded.~~ Alternatively, a club shall hold a meeting ~~once each week or during the week(s) chosen in advance by posting an interactive activity on the club's website.~~ The latter type of An interactive meeting shall be considered as to be held on the day that the interactive activity is to be posted on the website.
- ~~(b)~~ (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day ~~during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or between the preceding and following regular meetings,~~ to a different ~~hour~~ time of the regular day, or to a different place.
- (e) (d) *Cancellation.* The board may cancel a regular meeting ~~if it falls on~~ for these reasons:
- (1) a legal holiday, including a commonly recognized holiday, or during the a week which that includes a legal holiday, including a commonly recognized holiday, or
  - (2) in ease observance of the death of a club member, or of
  - (3) an epidemic or of a disaster affecting that affects the whole community,  
or
  - (4) of an armed conflict in the community which that endangers the lives of the club members.

The board may cancel ~~not more than up to~~ up to four regular meetings in a year for causes not otherwise specified herein ~~provided that this club does not fail to meet for~~ listed here, but may not cancel more than three consecutive meetings.

- ~~(d)~~ (e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a ~~place and at a time and day, time, and place~~ decided by its members. The day, time, and place of the meeting may be changed in a way similar way to that provided for the club's regular meetings in section ~~1(b)~~ 1(c) of this article. A satellite club meeting may be cancelled for ~~any of the reasons enumerated in section 1(e)~~ 1(d) of this article. Voting procedures shall be as provided in the bylaws.

**Section 2** — *Annual Meeting.*

- (a) An annual meeting ~~for the election of~~ to elect officers shall be held ~~not later than~~ before 31 December, as provided in the bylaws.

- (b) A satellite club (when applicable) shall hold an annual meeting of its members before 31 December to elect officers for the general governance of the satellite club.

**Section 3** — *Board Meetings.* ~~Written Within 60 days after all board meetings, written minutes should be provided for all board meetings. Such minutes should be available to all members within 60 days of said meeting.~~

### **Article 9 Exceptions to Provisions on Membership**

The bylaws may include ~~rules or requirements~~ provisions that are not in accordance with and that supersede article 10, sections 2 and 4 - 8 of this constitution. ~~Such rules or requirements shall supersede the rules or requirements of these sections of this constitution.~~

### **Article 10 Membership [See article 9 for exceptions to sections 2 and 4 - 8 of this article.]**

**Section 1** — *General Qualifications.* This club shall be composed of ~~adult~~ persons adults who demonstrate good character, integrity, and leadership; possess good reputations within their businesses, professions, and/or community; and are willing to serve in their community and/or around the world.

**Section 2** — *Kinds Types.* This club shall have two ~~kinds~~ types of membership, ~~namely:~~ active and honorary. Clubs may create other types in accordance with article 9, who are reported to RI as either active or honorary.

**Section 3** — *Active Membership Members.* A person ~~possessing~~ who possesses the qualifications set forth in article 5, section 2 of the RI constitution may be elected ~~to active membership in this club~~ as an active club member.

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

**Section 5** — *Prohibited Dual Memberships.* No ~~person~~ member shall simultaneously

- (a) ~~hold active membership in~~ belong to this and another club other than a satellite of this club, ~~or~~
- (b) ~~No person shall simultaneously be a member and be~~ an honorary member in this club.

**Section 6** — *Honorary Membership.* This club may elect honorary members for terms set by the board, who shall:

- (a) ~~Eligibility for Honorary Membership.~~ ~~Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.~~
- (b) (a) *Rights and Privileges.* ~~Honorary members shall be exempt from the payment of~~ paying dues,
- (b) ~~shall have no~~ not vote, and
- (c) ~~shall not be eligible to hold any club office, in this club.~~



- ~~(d) Such members shall not hold classifications, and~~  
~~(e) but shall be entitled to attend all meetings and enjoy all the other privileges of this in the club. No honorary member of this club is entitled to any but have no rights and or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian's guest.~~

**Section 7 — Holders of Public Office.** ~~Persons elected or appointed to public office for a specified time shall not be serving in public office for specific terms are not eligible to for active membership in this club under the classification of such that office. This restriction shall does not apply to persons holding who hold positions or offices in schools, colleges, or other institutions of learning, or to persons who are those elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period serving in public office for specific terms may continue as such members in their existing classifications during the period their terms in which they hold such office.~~

**Section 8 — Rotary International RI Employment.** This club may retain in its membership any member employed by RI.

## **Article 11 Classifications**

### **Section 1 — General Provisions.**

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or ~~type of~~ community service. The classification shall ~~be that which describes~~ describe the principal and recognized activity of the member's firm, company, or institution, with which the member is connected or that which describes the member's principal and recognized business or professional activity, or that which describes the nature of the member's community service activity.
- (b) *Correction or Adjustment.* ~~If the circumstances warrant, the~~ The board may correct or adjust the classification of any member. Notice of a The member shall be given notice of, and allowed a hearing on, the proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

**Section 2 — Limitations.** This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, ~~unless the~~ If this club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up the classification will not then have more than 10 percent of the club's active membership members. Members who are retired shall not be included in the ~~total~~ number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the RI board of directors ~~of RI~~, shall not preclude election to active membership, even if the election results in club membership temporarily exceeding the above limitations causes a classification limitation to be temporarily exceeded. If a ~~member changes classification~~ member's classification changes, the club member may continue the member's membership under the new classification notwithstanding despite these limitations.

**Article 12 Attendance [See article 7 for exceptions to the provisions of this article.]**

**Section 1 — General Provisions.** Each member should attend this club's regular meetings, or its satellite club's regular meetings ~~if provided in the bylaws~~, and engage in this club's service projects, ~~other~~ events, and other activities. A member shall be counted as attending a regular meeting if ~~the member~~ he or she:

- (a) is present in person, by telephone, or using an online connection online for at least 60 percent of the meeting; ~~or~~
- (b) is present and is but called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action later presents to the board satisfactory evidence that leaving was reasonable; ~~or~~
- (c) participates in the regular meeting online interactive activity posted on the club's website within one week following after its posting, or makes up for an the absence in any of the following ways within 14 days before or after the regular meeting:

- (a) ~~14 Days Before or After the Meeting. If, within fourteen (14) days before or after the regular time for that meeting, the member~~
  - (1) ~~attends~~ Attends at least 60 percent of the regular meeting of another club, ~~of a satellite club meeting of another club, or of a provisional club;~~ or a satellite of another club
  - (2) Is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place
  - (3) Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board
  - (4) Attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned
  - (5) Participates through a club website in an online interactive activity
  - (2) (6) ~~attends~~ Attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; ~~or~~
  - (3) (7) ~~attends a~~ Attends an RI convention ~~of RI~~, a council on legislation, an ~~international assembly~~ International Assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, ~~or any other, any~~ meeting convened with the approval of the RI board of directors ~~of RI~~ or the RI president ~~of RI~~ acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a an RI committee ~~of RI~~, a ~~Rotary~~ district conference, a ~~Rotary~~ district training assembly, any district meeting held by at the direction of the board of directors of RI RI Board, any district committee meeting held by direction of the ~~district~~ governor, or a regularly announced intercity meeting of ~~Rotary~~ clubs; ~~or~~

- ~~(4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or~~
- ~~(5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or~~
- ~~(6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or~~
- ~~(7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.~~

**Section 2** — *Long-Term Travel Abroad.* When a A member is outside leaving the member's country of residence for more than ~~fourteen (14)~~ 14 days; is not subject to the time restriction for making up an absence. ~~shall not be imposed, so that the~~ The member may attend regular meetings or satellite club meetings in another country at any time during the travel period, ~~and each such attendance which~~ shall count as a valid ~~make-up~~ make-ups for any regular meeting missed during the member's time abroad.

~~(b) At the Time of the Meeting.~~ If, at the time of the meeting, the member is

- ~~(1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or~~
- ~~(2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or~~
- ~~(3) serving as the special representative of the district governor in the formation of a new club; or~~
- ~~(4) on Rotary business in the employ of RI; or~~
- ~~(5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or~~
- ~~(6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.~~

**Section 2 3** — *Extended Absence on Outposted Assignment While Working at a Distance.* If a member ~~will be working on an outposted~~ works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment ~~will replace~~ replaces attendance at the regular meetings of the member's club, ~~provided there is a mutual agreement between if~~ the two clubs agree.

**Section 4** — *Absence Because of Other Rotary Activities.* An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) Traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(c)(7)
- (b) Serving as an officer or member of an RI committee or as a TRF trustee
- (c) Serving as the special representative of the governor in forming a new club
- (d) On Rotary business in the employ of RI
- (e) Directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible
- (f) Engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

**Section 5** — *RI Officers' Absences.* An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

**Section 3 6** — *Excused Absences.* A member's absence shall be excused if:

- (a) ~~the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence~~ approves it for reasons, conditions, and circumstances which it considers to be good and sufficient. Such excused absences shall not extend for last longer than twelve 12 months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.
- (b) ~~the aggregate~~ The sum of the member's years of age and years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs Rotarian for at least 20 years, and the member has notified the club secretary in writing of the member's a desire to be excused from attendance, and the board has approved.

**Section 4** — *RI Officers' Absences.* A member's absence shall be excused if the member is a current officer of RI or a Rotarian partner of a current officer of RI.

**Section 5 7** — *Attendance Records.* When a member whose absences are excused under ~~the provision of subsection 3(a) 6(a)~~ of this article fails to does not attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that If a member whose absences are excused under the provisions of subsection 3(b) or section 4 subsection 6(b) or section 5 of this article attends a club meeting, the member and the member's attendance shall be included in the this club's membership and attendance figures used to compute this club's attendance.

## **Article 13 Directors and Officers and Committees**

**Section 1** — *Governing Body.* The governing body of this club shall be is the board, ~~constituted as provided in the bylaws may provide.~~

**Section 2** — *Authority.* The board ~~shall have~~ has general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3** — *Board Action Final.* ~~The~~ In all club matters, the decision of the board ~~in all club matters~~ is final, subject only to an appeal to the club. However, ~~as to a decision when the board decides to terminate membership, a the~~ member, ~~pursuant~~ according to article 15, section 6, may appeal to the club, request mediation, or request arbitration. ~~If appealed, a decision of the board shall be reversed only by~~ An appeal to reverse a board decision requires a two-thirds vote of the members present, at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal has been given by the secretary to each member at least five (5) days prior to before the meeting. If The club's action on an appeal is taken, the action taken by the club shall be final.

**Section 4 — Officers.** The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer; and may also include one or more vice-presidents, all of whom shall be members of the board. The club officers ~~shall may~~ also include a sergeant-at-arms, who may be a member of the board, as if the bylaws shall provide. Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

**Section 5 — Election of Officers.**

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer ~~shall take~~ takes office on 1 July immediately following election and ~~shall serve~~ serves for the term of office or until a successor ~~has been duly~~ is elected and qualified.
- (b) *Term of President.* ~~The president~~ A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two ~~(2)~~ years ~~but not less than eighteen (18) months prior to~~ before the day of taking office and shall serve as president-nominee upon election as president. The nominee ~~shall take the title of~~ becomes president-elect on 1 July in the year ~~prior to~~ before taking office as president. The president ~~shall take~~ takes office on 1 July and ~~shall serve~~ serves a period of one ~~(1)~~ year or until a successor ~~has been duly~~ is elected and qualified.
- (c) *Qualifications of President.* ~~Each officer and director shall be a member in good standing of this club.~~ A candidate for the office of president ~~shall have served as~~ must be a member of this club for at least one year ~~prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of~~ before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the ~~district~~ presidents-elect training seminar and the ~~district~~ training assembly unless excused by the governor-elect. If ~~so~~ excused, the president-elect shall send a designated club representative ~~who shall report back to the president-elect.~~ If the president-elect does not attend the presidents-elect training seminar and the ~~district~~ training assembly and has not been excused by the governor-elect or, if ~~so~~ excused, does not send a designated club representative to ~~such~~ these meetings, the president-elect shall not be able to serve as club president. ~~In such event, the~~ The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and ~~district~~ training assembly or training deemed sufficient by the governor-elect ~~has been duly elected.~~

**Section 6 — Governance of a Satellite Club of This Club (When Applicable).** ~~A satellite club shall be located in the same locality as this club or in the surrounding area.~~

- (a) *Satellite Club Oversight.* This club shall provide ~~such~~ general oversight and support of a satellite club as is deemed appropriate by the board.
- (b) *Satellite Club Board.* For the day-to-day governance, of a satellite club, ~~it~~ shall have ~~its own~~ an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members

as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.

- (c) *Satellite Club Reporting Procedure.* A satellite club shall, annually, submit to the president and board of this club a report on its membership, its activities, and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and ~~such~~ any other reports as that may, from time to time, be required by this club.

**Section 7 — Committees.** This club should have the following committees:

- (a) Club Administration
- (b) Membership
- (c) Public Image
- (d) Rotary Foundation
- (e) Service Projects

~~Additional committees may be appointed~~ The board or president may appoint additional committees as needed.

## **Article 15 Duration of Membership**

**Section 1 — Period.** Membership shall continue during the existence of this club unless terminated as hereinafter provided below.

**Section 2 — Automatic Termination.**

- (a) ~~*Membership Qualifications*~~ *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

~~(1)~~ (2) the board may grant a member moving from the locality of this club or the surrounding area Grant a special leave of absence, not to exceed one (1) year, to enable the member to visit and become known to a Rotary club in the new community, if the member continues to meet all conditions of club membership;

~~(2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.~~

- (b) ~~*How to Rejoin*~~ *Rejoining.* When the membership of a member has terminated as provided in subsection (a) of this section, ~~such person, provided such person's membership was in good standing at the time of termination, may make new application for membership;~~ 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 classification.

- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term ~~for such membership as determined by the board of membership set by the board, unless extended.~~ ~~However, the board may extend an honorary membership for an additional period.~~ The board may revoke an honorary membership at any time.

**Section 3** — *Termination – Non-payment of Dues.*

- (a) *Process.* Any member ~~failing who fails~~ to pay dues within ~~thirty (30)~~ 30 days after ~~the prescribed time they are due~~ shall be notified in writing by the secretary at the member's last known address. If the dues are not paid ~~on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board within 10 days after the notification, the board may terminate membership, at its discretion.~~
- (b) *Reinstatement.* The board may reinstate the former member to membership ~~upon if the former member's petition and payment of all indebtedness member requests and pays all debts to this club.~~ However, no former member may be reinstated to active membership ~~if the former member's under a classification is in conflict that conflicts with article 11, section 2.~~

**Section 4** — *Termination – Non-attendance. [See article 7 for exceptions to the provisions of this section.]*

- (a) *Attendance Percentages.* A member must:
- (1) attend or make up at least 50 percent of ~~club~~ regular club meetings or satellite club meetings; ~~or engage in club projects, other events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both;~~
  - (2) attend at least 30 percent of this club's regular meetings or satellite club meetings; or engage in club projects, ~~other events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors of RI, shall be excused from this requirement).~~
- ~~If a A member who fails to attend as required, the member's membership may be subject to termination terminated unless the board consents to such the non-attendance for good cause.~~
- (b) *Consecutive Absences.* ~~Unless otherwise excused by the board for good and sufficient reason or pursuant to article 12, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 12, sections 5 or 6. Thereafter, After the board notifies the member, the board, by a majority vote, may terminate the member's membership.~~

**Section 5** — *Termination – Other Causes.*

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

guiding principles for this meeting shall be article 10, section 1; The Four-Way Test; and the high ethical standards ~~that one should hold as a Rotary club member of a Rotarian.~~

- (b) ~~Notice. Prior to taking any action~~ Before the board acts under subsection (a) of this section, the member shall be given at least ~~ten (10)~~ 10 days' written notice ~~of such pending action~~ and an opportunity to ~~submit a written answer~~ respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member shall ~~have~~ has the right to appear before the board to state ~~the member's~~ his or her case. ~~Notice shall be by personal delivery or by registered letter to the member's last known address.~~
- (c) *Filling Classification.* When the board has terminated the membership of a member ~~as provided for in~~ under this section, this club shall not elect a new member ~~under~~ to the former member's classification until the time for hearing any appeal has expired ~~and the~~ or any decision of this club or of the arbitrators has been announced. ~~However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed. An exception may be made if the election of a new member to the terminated member's classification would not prevent the terminated member from rejoining if the board's termination decision were reversed.~~

**Section 6 — Right to Appeal, Mediate, or Arbitrate Termination.**

- (a) *Notice.* Within seven ~~(7)~~ days after the ~~date of the board's decision to terminate or suspend membership,~~ the secretary shall ~~give written notice of the decision to the member~~ notify the member in writing. Within ~~fourteen (14)~~ 14 days after the ~~date of the notice,~~ the member may give written notice to the secretary of ~~the intention to~~ an appeal to the club, or a request for mediation, or ~~to arbitrate as provided in article 19~~ arbitration. The procedure for mediation or arbitration is provided in article 19.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing ~~of the appeal~~ at a regular club meeting ~~to be held~~ within ~~twenty-one (21)~~ 21 days after receipt of the notice of appeal. At least five ~~(5)~~ days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.
- ~~(c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 19.~~
- ~~(d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.~~
- ~~(e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.~~
- ~~(f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.~~



**Section 7 — Board Action Final.** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 8 — Resignation.** ~~The A member's~~ resignation of ~~any member~~ from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation shall be accepted by the board if unless the member has no indebtedness owes debt to this club.

**Section 9 — Forfeiture of Property Interest.** Any person whose club membership ~~has been~~ is terminated in any manner shall forfeit all interest in any funds or other property ~~belonging to~~ of this club if, under local laws, the member ~~may have~~ acquired any right to them upon joining the club.

**Section 10 — Temporary Suspension.** Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) ~~credible accusations have been~~ are made that a member has refused or neglected to comply with this constitution, or ~~has been~~ is guilty of conduct unbecoming a member or ~~prejudicial~~ harmful to the interests of the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) ~~it is desirable that~~ no action should be taken ~~in respect of~~ on the membership of the member, pending the outcome of a matter or an event that the board ~~considers~~ believes should properly occur ~~before such action is taken by the board first;~~ and
- (d) ~~that it is~~ in the best interests of the club ~~and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded to temporarily suspend the member without a vote on the member's membership and to exclude the member~~ from attendance at meetings and other club activities ~~of this club and from any club office or position the member holds within the club;~~

the board may, by a at least a two-thirds vote ~~of not less than two-thirds of the board,~~ temporarily suspend the member as ~~aforsaid~~ for a reasonable period of time ~~not to exceed up to 90 days and on such further conditions as with any other conditions~~ the board ~~determines sets.~~ A suspended member may appeal ~~or refer to the suspension or may request~~ mediation or arbitration ~~the suspension as provided in article 15, section 6 of this article.~~ During the suspension, the member shall be excused from ~~fulfilling~~ attendance responsibilities ~~requirements.~~ ~~Prior to the expiration of~~ Before the suspension period ~~ends,~~ the board must either ~~proceed move~~ to terminate the membership of the suspended Rotarian or reinstate the ~~suspended~~ Rotarian to full regular status.

## **Article 16 Community, National, and International Affairs**

**Section 1 — Proper Subjects.** ~~The merits of any~~ Any public question involving the general welfare of the community, the nation, and the world ~~are of concern to the members of this club and shall be~~ is a proper subjects of fair and informed study and discussion at a club meeting ~~for the enlightenment of its~~

~~members in forming their individual opinions.~~ However, this club shall not express an opinion on any pending controversial public measure.

**Section 2 — No Endorsements.** This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

**Section 3 — Non-Political.**

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

(b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

**Section 4 — Recognizing Rotary's Beginning.** The week of the anniversary of Rotary's founding, ~~(23 February), shall be known as~~ is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

## **Article 17 Rotary Magazines**

**Section 1 — Mandatory Subscription.** ~~Unless, in accordance with the bylaws of RI, this club is excused by the RI board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the any official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing who reside at the same address have the option to may~~ subscribe jointly to the an official magazine ~~or the Rotary magazine approved and prescribed by the board for their club or clubs.~~ The subscription fee shall be paid on ~~such dates as established~~ the dates set by the board for the payment of per capita dues for the duration of membership in this club.

**Section 2 — Subscription Collection.** The subscription fee shall be collected by this club from each member in advance and remitted to ~~the Secretariat of RI or to the office of such a regional publications as may be determined by the RI board of directors of RI.~~

## **Article 18 Acceptance of Object and Compliance with Constitution and Bylaws**

~~By payment of paying~~ dues, a member accepts the principles of Rotary as expressed in its object and ~~submits to and~~ agrees to comply with and be bound by the club constitution and bylaws ~~of this club, and on.~~ On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws ~~regardless of whether such whether or not the~~ member has received copies of them.

## **Article 19 Arbitration and Mediation**

**Section 1 — Disputes.** ~~Should any dispute, other than as to a decision of the board, arise~~ Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, ~~on any~~

account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either disputant, be resolved by either mediation or settled by arbitration.

**Section 2** — *Date for Mediation or Arbitration.* ~~In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty one (21)~~ Within 21 days after receipt of the request for mediation or arbitration, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3** — *Mediation.* The procedure for ~~such~~ mediation shall be ~~that~~

(a) recognized by an appropriate authority with national or state jurisdiction;  
~~or be that~~

(b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; ~~or be that~~

(c) recommended by way of in documented guidelines determined by the RI board of RI or the trustees of The Rotary Foundation TRF Trustees.

~~Only a member of a Rotary club~~ Rotarians may be appointed as mediator(s). The club may request ask the ~~district~~ governor or the governor's representative to appoint a mediator ~~who is a member of a Rotary club and who has with~~ appropriate mediation skills and experience.

(a) *Mediation Outcomes.* ~~The outcomes or decisions agreed between the parties to by the disputants as a result of after~~ mediation shall be recorded and copies ~~held by each party, the mediator(s) and one copy given to the board and to be held by the secretary given to each party, the mediator or mediators, and the board.~~ A summary statement ~~of outcomes~~ acceptable to the parties ~~involved~~ shall be prepared for the information of the club. ~~Either party~~ Any disputant, through the president or secretary, may call for further mediation if ~~either~~ a party has retracted significantly from the mediated position.

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

**Section 4** — *Arbitration.* In the event of a request for arbitration, each ~~party~~ disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire. ~~Only a member of a Rotary club may be appointed as umpire or as arbitrator.~~

**Section 5** — *Decision of Arbitrators or Umpire.* ~~If arbitration is requested, the~~ The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and ~~shall~~ not be subject to appeal.

## **Article 20 Bylaws**

This club shall adopt bylaws ~~not inconsistent that are consistent~~ with the RI constitution and bylaws of RI<sub>1</sub>; with the rules of procedure for an administrative territorial unit, where established by RI<sub>2</sub>; and with this constitution, embodying to give additional provisions for the government of this club. ~~Such~~ The bylaws may be amended ~~from time to time as therein provided~~ as they provide.

**~~Article 21~~ Interpretation**

~~Throughout this constitution, the terminology “mail,” “mailing,” and “ballot by mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.~~

**Article ~~22~~ 21 Amendments**

**Section 1** — *Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation ~~in the same manner as is established in the bylaws of RI for the amendment of its bylaws.~~

**Section 2** — *Amending Article 2 and Article 4.* Article 2, (Name), and Article 4, (Locality of the Club), ~~of the constitution shall~~ may be amended at any regular club meeting of this club, if a quorum being is present, by ~~the affirmative vote of not less than at least a two-thirds vote~~ of all voting members, ~~present and voting, provided that notice~~ Notice of such the proposed amendment shall ~~have been mailed~~ be given to each member and to the governor at least ~~ten (10)~~ 10 days before ~~such the~~ meeting, ~~and provided further, that such~~ The amendment shall be submitted to the RI board of directors of RI for its approval and shall ~~become~~ becomes effective only when so approved. The governor may offer an opinion to the RI board of directors of RI ~~regarding~~ about the proposed amendment.

(End of Text)

**ADOPTED POSITION STATEMENT 19-117**

To authorize the RI Board to take appropriate action to change RI’s tax status

WHEREAS, through this proposed position statement, the RI Board is seeking authority and direction from the 2019 Council on Legislation on behalf of the membership of RI to take necessary and appropriate action to change RI’s tax status and thereby obtain substantial benefits for the association, and

WHEREAS, RI is incorporated in the state of Illinois, USA as a not-for-profit corporation and is exempt from federal income taxes in the United States under section 501(c)(4) of the United States Internal Revenue Code, and

WHEREAS, RI would gain substantial benefits if it were instead exempt under section 501(c)(3) of the Internal Revenue Code, including

- a) savings from vendors who provide discounts to section 501(c)(3) organizations - potentially more than US\$400,000 annually;
- b) reductions in various taxes – up to US\$275,000 annually;
- c) a potential increase in sponsorship/funding partnership opportunities; and
- d) a potential increase in obtaining funding through corporate social responsibility programs, and

WHEREAS, these cost savings and increased revenue opportunities would serve to reduce future per capita dues increases, and

WHEREAS, in November 2016, the RI Board established a corporation in the state of Illinois named Rotary International Holdings, NFP (RIH) that has no assets and no operations, and

WHEREAS, RIH applied to the United States Internal Revenue Service for tax-exempt status under section 501(c)(3) of the Internal Revenue Code. The Internal Revenue Service was informed that if RIH received section 501(c)(3) tax-exempt status, then, with approval of the 2019 Council on Legislation, RI and RIH would be merged. The merged corporation would be known as Rotary International and would operate and be governed in exactly the same manner as RI is currently, and

WHEREAS, the Internal Revenue Service granted the exemption in August 2017, and

WHEREAS, through this proposed position statement, the RI Board is seeking authority and direction of the 2019 Council on Legislation on behalf of the member clubs to take all appropriate action to merge RI with RIH, and

WHEREAS, clubs and districts in the United States are currently automatically tax-exempt under a group exemption under section 501(c)(4). This proposal will not change that. The US clubs and districts will remain exempt under a group exemption under section 501(c)(4). RI has applied to the Internal Revenue Service to continue that group exemption and is awaiting approval. If the approval is not granted, the process for converting RI to a section 501(c)(3) organization will be halted, and

WHEREAS, this change in the tax status of RI will not change the role of The Rotary Foundation as the primary charitable global fundraising vehicle of Rotary

IT IS THE POSITION of the 2019 Council on Legislation that the RI Board is authorized and directed to take all necessary and appropriate actions to convert RI into a tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code, including merging RI into RIH. However, the RI Board is directed not to take such action in the event that the application to the United States Internal Revenue Service to continue the group exemption for clubs and districts in the United States is not granted.

(End of Text)

# OPPOSITION TO LEGISLATION REPORT FORM

*This form may be duplicated if your club wishes to record its vote in opposition to more than one item of adopted legislation. Please prepare one form for each item of opposed legislation. **Forms are due in Evanston no later than 1 August 2019.***

1) **Item being opposed:** I hereby certify that at a regular meeting, this club agreed to record its vote in opposition to the following action of the 2019 Council on Legislation:

19- \_\_\_\_\_

2) **Number of club votes:** Each club is entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25 members, or major fraction thereof, as follows:

<u>Members in the club</u>	<u>Number of Votes</u>
1-37	1
38-62	2
63-87	3
88-112	4
etc.	

I hereby certify that the membership of this club on 1 January 2019 (honorary members excepted) entitles it to:

Rotary  
Club of: \_\_\_\_\_

District: \_\_\_\_\_

Number  
of Votes: \_\_\_\_\_

President  
Signature: \_\_\_\_\_

**Return this form by 1 August 2019 to:**  
**[Council\\_Services@rotary.org](mailto:Council_Services@rotary.org)**

*(Forms received after this date will not be counted.)*

## 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 Name and Description

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:

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

### Article 4 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 Membership**

**Section 1 — *How Constituted.*** The membership of RI shall consist of 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 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.
- (b) Each club 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 may provide for active membership and honorary membership in clubs and shall prescribe the qualifications for each.
- (d) 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.

**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.

**Section 5 — *Exceptions.*** Notwithstanding any other provision of this constitution or of the bylaws of RI or the standard club constitution, the board, as a pilot project, may admit into membership or permit the reorganization of up to 1,000 clubs with provisions in their constitutions not in accordance with this constitution and bylaws of RI. Such pilot project may extend for a period not exceeding 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.

## **Article 6 Board of Directors**

**Section 1 — *How Constituted.*** The board of directors shall be nineteen in number. The president of RI shall be a member and chair of the board. The president-elect of RI shall be a member of the board. Seventeen directors shall be nominated and elected in accordance with the provisions of the bylaws.



**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 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.

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

## **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 and honorary treasurer of RI in Great Britain and Ireland.

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

## **Article 8 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” whose powers, purposes, and functions shall be those set forth in the articles of constitution of RI in Great Britain and Ireland, as approved by the council on legislation and in the constitution and bylaws of RI.

**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:

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

**Section 3 —** The administration of Rotaract clubs shall be under the general supervision of the board or under such other supervision as 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 Convention**

**Section 1 — *Time and Place.*** A convention of RI shall be held annually within the last three months of the fiscal 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.***

- (a) In any convention, each club shall be entitled to be represented by at least one delegate. Any club with a membership of more than fifty (50) shall be entitled to be represented by an additional delegate for each additional fifty of its 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.
- (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 a delegate-at-large.

**Section 5 — *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 as provided in the bylaws.

## **Article 10 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 in April, May, or June, but preferably in April. The board will determine the date and place of the meeting, provided that, except for compelling financial or other reasons 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 shall consider and act upon proposals which are duly submitted to it, and its action shall be subject only to action by clubs as provided in the bylaws of RI.

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

**Section 5 — *Extraordinary Meeting to Adopt Legislation.*** The board, by a 90 percent vote of the entire board, may call an extraordinary meeting of the council on legislation. The board will determine the time and place for the meeting and specify its purpose. The meeting may consider and act only on legislation proposed by the board. Legislation to be considered at the meeting is not subject to the submission deadlines

and procedures elsewhere in the constitutional documents of RI, except that those procedures shall be followed to the extent time permits. Any action of the meeting shall be subject thereafter to action by the clubs as provided in section 3 of this article.

### **Article 11 Dues**

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

### **Article 12 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.

**Section 2** — All gifts, devises, or bequests of money or property or 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 Membership Title and Insignia**

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

### **Article 14 Bylaws**

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

### **Article 15 Interpretation**

Throughout this constitution and the bylaws of RI, 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” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

## **Article 16 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.

## 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 the sponsor 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.   |

#### *Interim Provision.*

Amendments adopted at the 2019 Council on Legislation pursuant to council enactment 19-72 shall be implemented by the board in a manner it deems appropriate.

### 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 or TRF, 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.

In all other cases, if the reason for suspension is not remedied within six months, the board shall terminate the club or Rotaract club.

**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.

**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 Reports.
- 4.090.** Attendance at Other Clubs.
- 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 5, section 2 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 that 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. 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 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.

**4.090. *Attendance at Other Clubs.***

A Rotarian may attend a regular meeting or satellite club meeting of another club. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former 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 9, sections 3, 4, and 5, 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. 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.

**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.** Vacancy in the Office of President.
- 6.080.** Vacancy in the Office of President-elect.
- 6.090.** Vacancy in the Office of Vice-President or Treasurer.
- 6.100.** 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 president, vice-president, and honorary treasurer of RIBI.

**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.** *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.

**6.070.1.** *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.

**6.080.** *Vacancy in the Office of President-elect.*

**6.080.1.** *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.

**6.080.2. *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 6.070.

**6.080.3. *Contingencies for Vacancies.***

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

**6.090. *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.

**6.100. *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.** District Endorsement of Club 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 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 Legislation.***

Club-proposed enactments must be endorsed by its 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 by 31 December before the council convenes. The board may propose position statements any time before the council adjourns.

**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 10, section 5 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.** District Endorsement of Club 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.

**8.010.** *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 conference, the general council or conference of RIBI, and the board.

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

Club-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.

**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.

**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, one member of the board elected by 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 30 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.

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 30 June. Those Rotarians not responding to the general secretary by 30 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 1 October.

**10.070.2. *Notification to Clubs of Challenging Candidates.***

After 1 October, 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 15 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, 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 15 February, with instructions that the completed ballot be returned to the balloting committee at World Headquarters by 15 April. 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. 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.

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 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.

**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. 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.

*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. The member and the alternate member of the nominating committee shall be selected by 30 June of the year before the scheduled nomination.

*11.020.10. 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 March.

**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 March. 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 March.

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 with instructions that the completed ballot be returned to the general secretary at the World Headquarters no later than the following 1 May. The balloting committee shall meet at a time, place, and manner determined by the president to count the ballots, no later than 5 May. 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.

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 president, vice-president, 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.

**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 deadline for suggestions is at least two months before 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.

*12.030.4. 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. Thereafter, 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. point c.

**Article 14 Administrative Groups and Administrative Territorial Unit**

**14.010.** Board Authority.

**14.020.** Supervision.

**14.030.** 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 and by a convention.

**14.030. 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.

**14.030.1. 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.

**14.030.2. 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.

**14.030.3. 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 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. 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 Committees.
- 17.020.** Other Committees.
- 17.030.** Special Committees.
- 17.040.** Membership Committee.
- 17.050.** Strategic Planning Committee.
- 17.060.** Audit Committee.
- 17.070.** Operations Review Committee.
- 17.080.** Membership on Committees.
- 17.090.** Meetings.
- 17.100.** Term of Service.
- 17.110.** Secretary of Committees.
- 17.120.** Quorum.
- 17.130.** Manner of Conducting Business.
- 17.140.** Authority over Committees.

**17.010. Standing Committees.**

The board shall establish standing committees on:

- (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.

*Interim Provision Relating to Section 17.010.*

Amendments to section 17.010. adopted at the 2019 Council on Legislation pursuant to council enactment 19-75 shall be implemented by the board in a manner it deems appropriate.

**17.020. Other Committees.**

The board may establish other committees and determine, subject to the provisions of section 17.100.,:

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

**17.030. Special Committees.**

The provisions of sections 17.010., 17.020., 17.080., and 17.090. do not apply to any nominating committee 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. *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. *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. *Term of Service.***

Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than three years. No person who has served on a committee for

three years is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

**17.110. 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. 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. 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. 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\$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, 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 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 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. 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 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 annual report shall, by individual office, clearly show 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.

**Constitution of the Rotary Club of**

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**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 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 2 Name**

This organization shall be the Rotary Club of

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(Member of Rotary International).

The name of any satellite of this club shall be Rotary Satellite Club of

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(A satellite of Rotary Club of \_\_\_\_\_).

**Article 3 Purposes**

The purposes of this club are to:

- (a) pursue the Object of Rotary;
- (b) carry out successful service projects based on the five Avenues of Service;
- (c) contribute to the advancement of Rotary by strengthening membership;
- (d) support The Rotary Foundation; and
- (e) develop leaders beyond the club level.

## **Article 4 Locality of the Club**

The locality of this club is:

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Any satellite club of this club shall be located in this locality or the surrounding area.

## **Article 5 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 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.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and 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 world peace and cultural understanding.

## **Article 7 Meetings**

### **Section 1 — Regular Meetings.**

- (a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the bylaws.
- (b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
- (d) *Cancellation.* The board may cancel a regular meeting for these reasons:
  - (1) a holiday, or during a week that includes a holiday;
  - (2) in observance of the death of a member;
  - (3) an epidemic or a disaster that affects the whole community; or
  - (4) an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

- (e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the bylaws.
- (f) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

### **Section 2 — Annual Meeting.**

- (a) An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in the bylaws.
- (b) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.

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

## **Article 8 Membership**

**Section 1 — *General Qualifications.*** This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

**Section 2 — *Types.*** This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

**Section 3 — *Active Members.*** A person who possesses the qualifications in article 5, section 2 of the RI constitution may be elected as an active club member.

**Section 4 — *Satellite Club Members.*** Members of a satellite club of this club shall also be members of this 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 club, or
- (b) be an honorary member in this club.

**Section 6 — *Honorary Membership.*** This club may elect honorary members for terms set by the 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.

**Section 7 — *Exceptions.*** The bylaws may include provisions that are not in accordance with article 8, sections 2 and 4 - 6.

## **Article 9 Club Membership Composition**

**Section 1 — *General Provisions.*** Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

**Section 2 — *Diverse Club Membership.*** This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

## **Article 10 Attendance**

**Section 1 — General Provisions.** Each member should attend this club’s regular meetings, or its satellite club’s regular meetings, and engage in this club’s service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;
- (b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
- (c) participates in the regular online meeting or interactive activity posted on the club’s website within one week after its posting; or
- (d) makes up the absence in any of the following ways within the same year:
  - (1) Attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
  - (2) Is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
  - (3) Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
  - (4) Attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
  - (5) Participates through a club website in an online meeting or interactive activity;
  - (6) Attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
  - (7) Attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

**Section 2 — Extended Absence While Working at a Distance.** If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member’s club, if the two clubs agree.

**Section 3 — Absence Because of Other Rotary Activities.** An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) Traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(c)(7);



- (b) Serving as an officer or member of an RI committee or as a TRF trustee;
- (c) Serving as the special representative of the governor in forming a new club;
- (d) On Rotary business in the employ of RI;
- (e) Directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible; or
- (f) Engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

**Section 4 — *RI Officers' Absences.*** An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

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

- (a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.
- (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.

**Section 6 — *Attendance Records.*** When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

**Section 7 — *Exceptions.*** The bylaws may include provisions not in accordance with article 10.

## **Article 11 Directors and Officers and Committees**

**Section 1 — *Governing Body.*** The governing body of this club is the board, as provided in the bylaws.

**Section 2 — *Authority.*** The board has general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 — *Board Action Final.*** In all club matters, the decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member, according to article 13, section 6, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the

appeal to each member at least five days before the meeting. The club's action on an appeal is final.

**Section 4 — Officers.** The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer and may also include one or more vice-presidents, all of whom shall be members of the board. The club officers may also include a sergeant-at-arms, who may be a member of the board, if the bylaws provide. Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

**Section 5 — Election of Officers.**

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
- (b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
- (c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the governor-elect.

**Section 6 — Governance of a Satellite Club of This Club.**

- (a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.
- (b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.

- (c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the president and board of this club a report on its membership, activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

**Section 7 — Committees.** This club should have the following committees:

- (a) Club Administration;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation; and
- (e) Service Projects.

The board or president may appoint additional committees as needed.

## **Article 12 Dues**

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

## **Article 13 Duration of Membership**

**Section 1 — Period.** Membership shall continue during the existence of this club unless terminated as provided below.

**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) *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) *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.

**Section 3 — Termination Non-payment of Dues.**

- (a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.

- (b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

**Section 4 — Termination Non-attendance.**

- (a) *Attendance Percentages.* A member must:
  - (1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; or
  - (2) attend at least 30 percent of this club’s regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.

- (b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member’s membership.
- (c) *Exceptions.* The bylaws may include provisions not in accordance with article 13, section 4.

**Section 5 — Termination — Other Causes.**

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.
- (b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days’ written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member’s last known address. The member has the right to appear before the board to state his or her case.

**Section 6 — Right to Appeal, Mediate, or Arbitrate Termination.**

- (a) *Notice.* Within seven days after the board’s decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.
- (b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days’ written notice of the meeting and its special business shall be given

to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

**Section 7 — *Board Action Final.*** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 8 — *Resignation.*** A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

**Section 9 — *Forfeiture of Property Interest.*** Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

**Section 10 — *Temporary Suspension.*** Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

## **Article 14 Community, National, and International Affairs**

**Section 1 — *Proper Subjects.*** Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.

**Section 2 — *No Endorsements.*** This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

### **Section 3 — Non-Political.**

- (a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

**Section 4 — Recognizing Rotary's Beginning.** The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

### **Article 15 Rotary Magazines**

**Section 1 — Mandatory Subscription.** Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

**Section 2 — Subscription Collection.** The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

### **Article 16 Acceptance of Object and Compliance with Constitution and Bylaws**

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

### **Article 17 Arbitration and Mediation**

**Section 1 — Disputes.** Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

**Section 2 — Date for Mediation or Arbitration.** Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3 — Mediation.** The procedure for mediation shall be

- (a) recognized by an appropriate authority with national or state jurisdiction; or

- (b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) recommended in documented guidelines determined by the RI board or TRF Trustees.

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

- (a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.
- (b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

**Section 4 — Arbitration.** In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

**Section 5 — Decision of Arbitrators or Umpire.** The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

## **Article 18 Bylaws**

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

## **Article 19 Amendments**

**Section 1 — Manner of Amending.** Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.

**Section 2 — Amending Article 2 and Article 4.** Article 2, Name, and article 4, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

## ***Recommended Rotary Club Bylaws***

### **Bylaws of the Rotary Club of \_\_\_\_\_**

*Club bylaws supplement the Standard Rotary Club Constitution with common club practices. The bylaws in this document are recommendations, but once adopted are binding for the members of the club. Customize them to reflect your club's practices, and confirm that they are not in conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution (except where permitted), and the Rotary Code of Policies. Articles that your club are required to include are noted below.*

#### **Article 1 Definitions**

1. Board:           The board of directors of this club.
2. Director:        A director on this club's board.
3. Member:         A member, other than an honorary member, of this club.
4. Quorum:         The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI:               Rotary International.
6. Year:             The 12-month period beginning 1 July.

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*Your club may choose how it defines a quorum for voting purposes.*

#### **Article 2 Board**

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

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*The Standard Rotary Club Constitution requires a club's bylaws to include article 2. The officers listed above are required to be members of the club board. Your club's board may have additional members, such as the vice president, the president-nominee, sergeant-at-arms, or other directors. If your club has satellite clubs, list their club board members in this article, also.*

#### **Article 3 Elections and Terms of Office**

Section 1 — One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.



Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are:

President — one year

Vice President — \_\_\_\_\_

Treasurer — \_\_\_\_\_

Secretary — \_\_\_\_\_

Sergeant-at-arms — \_\_\_\_\_

Director — \_\_\_\_\_

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*The Standard Rotary Club Constitution requires that your club's bylaws specify an election process. If a nominating committee is used, include details of how it is appointed. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.*

#### **Article 4 Duties of the Officers**

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and board meetings when the president is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

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*See Rotary club leader manuals for details on the roles and responsibilities of club officers.*

## **Article 5 Meetings**

Section 1 – An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 – This club meets as follows: \_\_\_\_\_. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 – Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

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*The Standard Rotary Club Constitution requires club bylaws to include article 5, section 2.*

## **Article 6 Dues**

Annual club dues are \_\_\_\_\_. They are paid as follows: \_\_\_\_\_. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

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*The Standard Rotary Club Constitution requires club bylaws to include article 6.*

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

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*Include satellite club voting procedures here.*

## **Article 8 Committees**

Section 1 – This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following: \_\_\_\_\_.

Section 2 – The president is an ex officio member of all committees.

Section 3 – Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

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*Club committees coordinate their efforts to achieve the club's annual and long-term goals.*

## **Article 9 Finances**

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 — The fiscal year is from 1 July to 30 June.

## **Article 10 Method of Electing Members**

Section 1 — A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club.

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*A process to address objections raised by current members may also be included here.*

## **Article 11 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.