



**2016
MANUAL
OF PROCEDURE**



2016 MANUAL OF PROCEDURE

The purpose of the Manual of Procedure is to provide Rotary leaders with the Rotary policies that are most relevant to their service. The manual is published every three years after the Council on Legislation. A copy is provided to each Rotary club and Rotary officer. If any questions arise about the meaning or interpretation of the manual, including the RI Constitution and other governance documents, the English-language version of these materials is the official text.

The manual contains the following governance documents:

- RI Constitution
- RI Bylaws
- Standard Rotary Club Constitution
- Recommended Rotary Club Bylaws
- Bylaws of The Rotary Foundation of Rotary International

Rotarians can also find policies and procedures in the [Rotary Code of Policies](#) and [The Rotary Foundation Code of Policies](#) on the Rotary website. These documents are revised after each Board and Trustee meeting. In addition, a supplemental Resource Guide is available on the Governance Documents page of the Rotary website. This guide provides a list of additional resources and reference materials that Rotarians will find helpful in leading their clubs and districts.

For assistance with policy questions, please contact your Club and District Support representative (www.rotary.org/cds).

John Hewko
General Secretary

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1560 Sherman Avenue
Evanston, IL 60201-3698 USA

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CALENDAR FOR 2016-17

| JULY | | | | | | | AUGUST | | | | | | | SEPTEMBER | | | | | | | OCTOBER | | | | | | |
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| 17 | 18 | 19 | 20 | 21 | 22 | 23 | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 18 | 19 | 20 | 21 | 22 | 23 | 24 | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
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| NOVEMBER | | | | | | | DECEMBER | | | | | | | JANUARY | | | | | | | FEBRUARY | | | | | | |
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| MARCH | | | | | | | APRIL | | | | | | | MAY | | | | | | | JUNE | | | | | | |
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CALENDAR FOR 2017-18

| JULY | | | | | | | AUGUST | | | | | | | SEPTEMBER | | | | | | | OCTOBER | | | | | | | | |
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| NOVEMBER | | | | | | | DECEMBER | | | | | | | JANUARY | | | | | | | FEBRUARY | | | | | | |
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| MARCH | | | | | | | APRIL | | | | | | | MAY | | | | | | | JUNE | | | | | | | | |
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CALENDAR FOR 2018-19

| JULY | | | | | | | AUGUST | | | | | | | SEPTEMBER | | | | | | | OCTOBER | | | | | | |
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| NOVEMBER | | | | | | | DECEMBER | | | | | | | JANUARY | | | | | | | FEBRUARY | | | | | | |
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| MARCH | | | | | | | APRIL | | | | | | | MAY | | | | | | | JUNE | | | | | | |
|-------|----|----|----|----|----|----|-------|----|----|----|----|----|----|-----|----|----|----|----|----|----|------|----|----|----|----|----|----|
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| 24 | 25 | 26 | 27 | 28 | 29 | 30 | 28 | 29 | 30 | | | | | 26 | 27 | 28 | 29 | 30 | 31 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | |
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KEY TO TEXT REFERENCES

References throughout the Manual of Procedure include:

- RCP* [Rotary Code of Policies](http://www.rotary.org/myrotary/en/learning-reference/policies-procedures/governance-documents), a compendium of current Board policies, available at www.rotary.org/myrotary/en/learning-reference/policies-procedures/governance-documents
- TRFC* [The Rotary Foundation Code of Policies](http://www.rotary.org/myrotary/en/learning-reference/policies-procedures/governance-documents), a compendium of current Trustee policies, available at www.rotary.org/myrotary/en/learning-reference/policies-procedures/governance-documents
- RIC Constitution of Rotary International, available in this manual
- RIB Bylaws of Rotary International, available in this manual
- SRCC Standard Rotary Club Constitution, available in this manual
- 00-00 Legislation from the Council on Legislation or RI Convention. The first number indicates the year of the Council or RI Convention when the legislation was adopted. The second is the number of the adopted legislation. For example, 80-102 refers to item of legislation 102 adopted at the 1980 Council on Legislation. Although the RI Convention has not considered legislative matters since an action of the 1998 Council, previous conventions may still be cited in this manual.

**Note:* The RI Board and The Rotary Foundation Trustees meet several times each year, and Board and Trustee policies change as a result. Therefore, for the most up-to-date information, visit the [Governance Documents](#) page of the Rotary website to find the current versions of the Rotary Code of Policies and The Rotary Foundation Code of Policies.

PART ONE

CARRYING OUT
ROTARY'S MISSION

1 GUIDING PRINCIPLES

Rotary's 100-year track record of professionals joining together to use their skills and passion to make a difference in their communities is one that fosters pride in Rotarians worldwide. In addition to our governance documents, Rotary clubs and districts should be familiar with Rotary's guiding principles and values statements in order to carry out Rotary's mission and understand our history of commitment to professionalism and service. The following is a selection of values statements and principles that Rotarians and Rotary clubs use to inspire their involvement and engagement in Rotary. In addition, a supplemental Resource Guide is available on the [Governance Documents](#) page of the Rotary website. This guide provides a list of additional resources and reference materials.

1923 STATEMENT ON COMMUNITY SERVICE

The following statement was adopted at the 1923 convention and amended at subsequent conventions. It is included in the Manual of Procedure because of its historical value. (RCP 8.040.2.)

In Rotary, Community Service is to encourage and foster the application of the ideal of service in each Rotarian's personal, business, and community life.

In carrying out this application of the ideal of service many clubs have developed various community service activities as affording opportunities for service by their members. For the guidance of Rotarians and Rotary clubs and to formulate a policy for Rotary toward community service activities, the following principles are recognized and accepted as sound and controlling:

- 1) Fundamentally, Rotary is a philosophy of life that undertakes to reconcile the ever present conflict between the desire to profit for one's self and the duty and consequent impulse to serve others. This philosophy is the philosophy of service — "Service Above Self" and is based on the practical ethical principle that "He Profits Most Who Serves Best."*
- 2) Primarily, a Rotary club is a group of representative business and professional people who have accepted the Rotary philosophy of service and are seeking: First, to study collectively the theory of service as the true basis of success and happiness in business and in life; and second, to give, collectively, practical demonstrations of it to themselves and their community; and third, each as an individual, to translate its theory into practice in business and in everyday life; and fourth, individually and collectively, by active precept and example, to stimulate its acceptance both in theory and practice by all non-Rotarians as well as by all Rotarians.
- 3) RI is an organization that exists
 - a) for the protection, development, and worldwide propagation of the Rotary ideal of service;
 - b) for the establishment, encouragement, assistance, and administrative supervision of Rotary clubs;
 - c) as a clearing house for the study of their problems and, by helpful sugges-

* Adopted Council Resolution 10-165 amended RI's secondary motto to "One Profits Most Who Serves Best."

tion but not compulsion, for the standardization of their practices and of such community service activities, and only such community service activities, as have already been widely demonstrated by many clubs as worthwhile and as are within, and will not tend to obscure, the Object of Rotary as set out in the RI constitution.

- 4) Because they who serve must act, Rotary is not merely a state of mind, nor Rotary philosophy merely subjective, but must translate itself into objective activity; and the individual Rotarian and the Rotary club must put the theory of service into practice. Accordingly, corporate action by Rotary clubs is recommended under the safeguards provided herein. It is desirable that every Rotary club sponsor a major community service activity each fiscal year, varied from year to year if possible, and to be completed if possible before the end of the fiscal year. This activity is to be based upon a real community need and should require the collective cooperation of all its members. This is to be in addition to the club's continuing its program for the stimulation of the club members to individual service within the community.
- 5) Each individual Rotary club has absolute autonomy in the selection of such community service activities as appeal to it and as are suited to its community; but no club should allow any community service activity to obscure the Object of Rotary or jeopardize the primary purpose for which a Rotary club is organized; and RI, although it may study, standardize, and develop such activities as are general and make helpful suggestions regarding them, should never prescribe nor proscribe any community service activity for any club.
- 6) Although regulations are not prescribed for an individual Rotary club in the selection of community service activities, the following rules are suggested for its guidance:
 - a) Because of the limited membership of Rotary, only in a community where there is no adequate civic or other organization in a position to speak and act for the whole community should a Rotary club engage in a general community service activity that requires for its success the active support of the entire citizenship of the community, and, where a chamber of commerce exists, a Rotary club should not trespass upon nor assume its functions, but Rotarians, as individuals committed to and trained in the principle of service, should be members of and active in their chambers of commerce and as citizens of their community should, along with all other good citizens, be interested in every general community service activity, and, as far as their abilities permit, do their part in money and service;
 - b) As a general thing, no Rotary club should endorse any project, no matter how meritorious, unless the club is prepared and willing to assume all or part of the responsibility for the accomplishment of that which it endorses;
 - c) While publicity should not be the primary goal of a Rotary club in selecting an activity, as a means of extending Rotary's influence, proper publicity should be given to a worthwhile club project well carried out;
 - d) A Rotary club should avoid duplication of effort and in general should not engage in an activity that is already being well handled by some other agency;
 - e) A Rotary club in its activities should preferably cooperate with existing agencies, but where necessary may create new agencies where the facilities of the existing agencies are insufficient to accomplish its purpose. It is better for a Rotary club to improve an existing agency than to create a new and duplicative agency;

- f) In all its activities a Rotary club acts best and is most successful as a propagandist. A Rotary club discovers a need but, where the responsibility is that of the entire community, does not seek alone to remedy it but to awaken others to the necessity of the remedy, seeking to arouse the community to its responsibility so that this responsibility may be placed not on Rotary alone but on the entire community where it belongs; and while Rotary may initiate and lead in the work, it should endeavor to secure the cooperation of all other organizations that ought to be interested and should seek to give them full credit, even minimizing the credit to which the Rotary club itself is entitled;
- g) Activities which enlist the individual efforts of all Rotarians generally are more in accord with the genius of Rotary than those requiring only the mass action of the club, because the community service activities of the Rotary club should be regarded only as laboratory experiments designed to train members of a Rotary Club in service. (RCP 8.040.1., 23-34, 26-6, 36-15, 51-9, 66-49)

STATEMENT ON COMMUNITY SERVICE

The 1992 Council on Legislation adopted the following statement on community service.

Rotary Community Service encourages and fosters the application of the ideal of service to the personal, business, and community life of every Rotarian.

In carrying out this application of the ideal of service, a variety of activities developed by Rotary clubs have afforded significant opportunities for service by their members. For the guidance of Rotarians and to formulate a policy for Rotary toward community service activities, the following principles are recognized:

Community Service is an opportunity for every Rotarian to exemplify "Service Above Self." It is the commitment and social responsibility of every Rotarian and Rotary club to improve the quality of life for those who live in the community and to serve the public interest.

In this spirit, clubs are encouraged to:

- 1) review regularly service opportunities within their communities and involve each club member in an assessment of community needs;
- 2) capitalize on the unique vocational and avocational talents of members in implementing their community service projects;
- 3) initiate projects in accordance with the needs of the community and commensurate with the club's standing and potential in the community, recognizing that every community service activity, however small, is important;
- 4) work closely with the Interact clubs, Rotaract clubs, and Rotary Community Corps and other groups which they sponsor, in order to coordinate community service efforts;
- 5) identify opportunities to enhance community service projects through Rotary programs and activities at the international level;
- 6) involve the community, when desirable and feasible, in implementing community service projects, including the provision of required resources;
- 7) cooperate with other organizations in accordance with RI policy to achieve community service objectives;
- 8) achieve proper public recognition for their community service projects;
- 9) act as catalysts to encourage other organizations to work together in community service efforts;

- 10) transfer responsibility for continuing projects, when appropriate, to community, service, or other organizations, so that the Rotary club can become involved in new projects.

As an association of clubs, RI has the responsibility to communicate news of community service needs and activities, and from time to time suggest programs or projects which advance the Object of Rotary and which would benefit from the concerted efforts of Rotarians, clubs, and districts who wish to participate. (92-286)

CORE VALUES

Rotary adopted the core values in 2007 as part of the Rotary Strategic Plan, understanding that these five values are fundamental traits of being a Rotarian. Since their adoption, the core values have been reaffirmed by the Board and are strongly supported by Rotarians throughout the world. (RCP 26.010.2.) Rotary International's core values are:

- Fellowship
- Integrity
- Diversity
- Service
- Leadership

More information on the core values can be found on the Rotary [website](#).

THE FOUR-WAY TEST

Of the things we think, say or do:

- 1) Is it the TRUTH?
- 2) Is it FAIR to all concerned?
- 3) Will it build GOODWILL and BETTER FRIENDSHIPS?
- 4) Will it be BENEFICIAL to all concerned?

The Four-Way Test was created in 1932 by Rotarian Herbert J. Taylor, who later became president of Rotary International. (RCP 33.070.)*

OBJECT OF ROTARY

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. (RIC 4; SRCC 5)

* Reproduction and Use

The sole purpose of any reproduction or use of The Four-Way Test should be to develop and maintain high ethical standards in human relations. The test should not be reproduced in any advertisement intended to increase sales or profits. It may, however, be used on the letterhead or in the literature of a firm, organization, or institution to convey its sincere attempt to conduct itself along the lines of The Four-Way Test. All reproductions of The Four-Way Test should be in the form shown above.

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. (SRCC 6)

PURPOSES OF A ROTARY CLUB

The purposes of this club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level. (SRCC 3)

STATEMENT OF CONDUCT FOR WORKING WITH YOUTH

Rotary International strives to create and maintain a safe environment for all youth who participate in Rotary activities. To the best of their ability, Rotarians, Rotarians' spouses and partners, and other volunteers must safeguard the children and young people they come into contact with and protect them from physical, sexual, and emotional abuse. (RCP 2.100.1)

MOTTO OF ROTARY INTERNATIONAL

Service Above Self and One Profits Most Who Serves Best are the official Rotary Mottos. Service Above Self is the principal motto of Rotary. (50-11, 51-9, 89-145, 01-678, 04-271, RCP 33.080.)

MISSION OF ROTARY INTERNATIONAL

We provide service to others, promote integrity, and advance world understanding, goodwill, and peace through our fellowship of business, professional, and community leaders. (RCP 26.010.1)

MOTTO OF THE ROTARY FOUNDATION

Doing Good in the World is the motto of The Rotary Foundation. (TRFC 7.090.1.)

MISSION OF THE ROTARY FOUNDATION

The mission of The Rotary Foundation is to enable Rotarians to advance world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty. (TRFC 1.030.)

PART TWO

GOVERNANCE
DOCUMENTS

2 CONSTITUTION OF ROTARY INTERNATIONAL

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CONSTITUTION OF ROTARY INTERNATIONAL

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. 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.

Article 2 Name and Description

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

Article 3 Purposes

The purposes of RI are:

- (a) To support the 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 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, 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 or type of community service 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.
- (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, with the approval of the board, will not be obliged to use it in their names.

Section 3 — Ratification of Constitution and Bylaws. Every 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 4 — 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 general surplus fund 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. 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 — 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 determine that an emergency exists, such that 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 meeting and specify its purpose. Such a meeting may consider and act only upon legislation proposed by the board related to the emergency for which the meeting is called. Legislation to be considered at such meetings 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 meeting of the council shall be subject thereafter to action by the clubs as provided in section 3 of this article.

Article 11 Dues

Every 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.

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.

3 BYLAWS OF ROTARY INTERNATIONAL

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BYLAWS OF ROTARY INTERNATIONAL

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. Satellite club: A potential club whose members shall also be members of the sponsor club.
9. Year: The twelve-month period which begins on 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 Standard Rotary Club Constitution by Clubs.

2.040. Smoking.

2.050. Merger of Clubs.

2.010. *Application for Membership in RI.*

A club seeking admission to membership in RI shall apply to 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.

2.010.1. *New Clubs.*

The minimum number of charter members for a new club shall be 20.

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 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.

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

The standard club constitution shall be adopted by all clubs admitted to membership.

2.030.1. *Amendments to the Standard Club Constitution.*

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 club.

2.030.2. *Clubs Chartered Before 6 June 1922.*

All 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. The variations for each club shall be incorporated as an addendum to the provisions of the standard club constitution for that club, and such variations may not be amended by that club except to conform more closely to the 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 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 members and their guests are encouraged to refrain from smoking 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 merge shall apply to the board provided that each of the clubs has fulfilled its financial and other obligations to RI. A merged club may be organized in the same locality as one or more existing 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 insignia of RI of one or all of the former 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. Board Authority to Discipline, Suspend, or Terminate a Club.

3.040. Surrender of Rights by Suspended Club.

3.050. Surrender of Rights by Terminated Club.

3.010. *Club Resignation from RI.*

Any 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 shall be returned to the general secretary.

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. Board Authority to Discipline, Suspend, or Terminate a 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 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 where such 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.

3.030.3. 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. Discipline 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. 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 shall be entitled to be represented by counsel at any such hearing. Following such hearing, the board may discipline or suspend a 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 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 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.

3.040. *Surrender of Rights by 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.

3.050. *Surrender of Rights by Terminated Club.*

The privilege of using the name, emblem, and other insignia of RI shall cease upon the termination of membership of the club. The 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.

Article 4 Membership in Clubs

4.010. Types of Membership in a Club.

4.020. Active Membership.

4.030. Transferring or Former Rotarian.

4.040. Dual Membership.

4.050. Honorary Membership.

4.060. Holders of Public Office.

4.070. 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.*

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

4.020. *Active Membership.*

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.

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.

4.040. *Dual Membership.*

No person shall simultaneously hold active membership in more than one club, other than in a satellite of that club. No person shall simultaneously be a member and an honorary member in the same club.

4.050. *Honorary Membership.*

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 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.

4.070. *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.

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 the last meeting of each month. Non-districted clubs shall forward such report 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.

4.110. Exceptions to Provisions on Membership.

A club may adopt rules or requirements not in accordance with 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.

5.030. Appeals of Board Action.

5.040. Powers of the Board.

5.050. Meetings of the Board.

5.060. Voting by Communication.

5.070. Executive Committee.

5.080. Vacancies in Board Membership.

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.

5.020. Publication of Board Action.

All minutes of board meetings and board action shall be available to all members by posting to Rotary's website within 60 days after such board meeting or action. Additionally, all appendices filed with the official records of the minutes shall be made available to a member 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.

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. An appeal shall be duly filed with the general secretary by any club with the concurrence of at least 24 other clubs. At least half of the concurring clubs must be located in districts other than that of the appealing club. The appeal and concurrences must be received no later than four months after the action of the board is taken and the general secretary shall conduct said ballot-by-mail within ninety (90) days thereafter. Such appeal shall be in the form of a reso-

lution duly adopted at a regular meeting of the club and certified by the president and secretary. The only question to be considered by the district representatives in acting upon the appeal is whether the action of the board should be sustained. Provided, however, if such 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 the action of the board should be sustained.

5.040. Powers of the Board.

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 a hearing. 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 the time and place of such hearing and shall be served personally, by mail, or other rapid means of communication. At the hearing, such person may be represented by counsel. A vote to remove such officer, officer-elect, officer-nominee, or committee member must be passed by a two-thirds vote of the entire board. The board shall also have the additional powers provided in section 6.120.

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/paired zone.

5.050. Meetings of the Board.

5.050.1. Time, Place, and Notice.

The board shall meet at such times and places as it may determine or upon the call of the president. 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 teleconferencing, internet, and other communications equipment may be utilized for an official meeting of the board.

5.050.2. Quorum.

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

5.050.3. *First Meeting of Year.*

The incoming board shall meet immediately following the annual convention. The incoming president shall designate the time and place of such meeting. The actions taken at such meeting must be approved by the board on or after 1 July at a meeting or by one of the methods described in section 5.060., and shall be effective only after such approval.

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 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 authority to make decisions on behalf of the board between meetings of the board. Such authority is limited to matters where the policy of RI has been established. The executive committee 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. *Vacancies in Board Membership.*

5.080.1. *Alternates.*

At any time if the office of a director becomes vacant, due to whatever reason, the board shall elect the alternate selected at the time the director was elected 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 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 the president.

Article 6 Officers

6.010. Election of Officers at Convention.

6.020. Selection of Vice-President and Treasurer.

6.030. Election and Term of General Secretary.

- 6.040.** Directors Not Eligible for Re-election.
- 6.050.** Qualifications of Officers.
- 6.060.** Term of Office.
- 6.070.** Vacancy in the Office of President.
- 6.080.** Vacancy in the Office of President-elect.
- 6.090.** Vacancies 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.** 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 the president, directors, and governors of RI, and the president, vice-president, and honorary treasurer of RIBI.

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

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

6.030. *Election and Term of General Secretary.*

The general secretary shall be elected by the board for a term of not more than five years. The election shall take place by 31 March in the final year of the general secretary's term. The new term shall commence on 1 July following such election. The general secretary shall be eligible for re-election.

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.*

Each officer of RI shall be a member in good standing of a club.

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 being nominated for such office except where service for less than a full term may be determined by the board to satisfy 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. Term of Office.

6.060.1. Officers.

The term of each officer shall begin 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.

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 the office of president, the vice-president shall succeed to the office of president and select 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 both the offices of president and vice-president, 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 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 conven-

tion 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.

6.080.4. *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. *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.

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

In the event of a vacancy in the offices of vice-president or of treasurer, the president shall select a 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. Compensation of Officers.

The general secretary shall be the only officer to receive compensation. 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 the 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.

- 7.035.** Deadline for Proposed Enactments and Position Statements.
7.037. Duly Proposed Enactments; Defective Proposed Enactments and Position Statements.
7.040. Review of Proposed Legislation.
7.050. Board Examination of Proposed Legislation.
7.060. Consideration of Emergency Legislation.

7.010. *Types of Legislation.*

Legislation to be considered by the council on legislation shall be limited to proposed enactments and proposed position statements. Legislation seeking to amend the constitutional documents shall be known as proposed enactments. Legislation seeking to state a position of RI shall be known as proposed position statements.

7.020. *Who May Propose Legislation.*

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

7.030. *District Endorsement of Club Legislation.*

Proposed enactments from a club must be endorsed by the clubs of the district at a district conference, a district legislation meeting or 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 a ballot-by-mail conducted by the governor. Such ballot-by-mail shall follow the procedures in section 14.040. as closely as possible. A proposed enactment 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. No district should propose or endorse more than a total of five proposed enactments per council on legislation.

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

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

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

7.037.1. *Duly Proposed Enactments.*

A proposed enactment is duly proposed if:

- (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. Defective Enactments.

A proposed enactment is defective if:

- (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 conflict with the RI bylaws or the RI constitution or it would amend the RI bylaws in a way that would conflict with the RI constitution;
- (e) it would be impossible to administer or enforce.

7.037.3. Defective Position Statements.

A 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. 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:

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 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.

7.050.1. Similar Legislation.

Where substantially similar legislation is proposed, the board (by the constitution and bylaws committee acting on its behalf) may recommend compromise

legislation to the proposers. Where the proposers do not agree to such 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 expresses the objective of the similar proposals. Such compromise and alternate legislation shall be designated as such and shall not be subject to the established deadline.

7.050.2. Legislation Not Transmitted to the Council on Legislation.

Where 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, 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 transmitted to the council on legislation for consideration. In the event of any such action by the board, the proposer 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 to have the proposed legislation considered by the council on legislation.

7.050.3. Amendments to the Council and Transmittal of Legislation.

All amendments to legislation must be submitted by the proposers to the general secretary not later than 31 March of the year preceding the council on legislation unless the deadline is extended by the board (the constitution and bylaws committee acting on its behalf). Subject to the provisions of section 7.050.2., the general secretary shall transmit to the council on legislation all duly proposed legislation, including all timely amendments.

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 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.

7.050.5. Council Consideration of Legislation.

The council on legislation shall consider and act upon such duly proposed legislation and any proffered amendments.

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.

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.

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.

8.020. *Resolutions.*

Proposals that are expressions of opinions of 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 must be endorsed by the clubs of the district at a district conference, a district legislation meeting or RIBI district council.

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.

8.050. *Deadline for Proposed Resolutions.*

Proposed resolutions shall be delivered to the general secretary in writing no later than 30 June in the year prior to 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.

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

8.060.1. *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. 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 Resolution.*

A proposed resolution is defective if:

- (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 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 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.

8.080.1. *Resolutions Not Transmitted to the Council.*

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

8.080.3. *Adoption of Resolutions.*

Resolutions may be adopted by the 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.

9.020. Qualifications of Voting Members of the Councils.

9.030. Duties of District Representatives to the Councils.

9.040. Terms of Representatives.

9.050. Designation and Duties of Officers.

9.060. Selection of Representatives by Nominating Committee Procedure.

9.070. Election of Representatives at the District Conference.

9.080. Election of Representatives Through Ballot-by-Mail.

9.090. Notice.

9.100. Credentials Committee.

9.110. Members-at-Large.

9.120. Quorum for the Councils.

9.130. Procedures of the Councils.

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

9.150. Action of the Councils.

9.160. Site Selection.

9.170. Extraordinary Meeting 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.*

There shall be one representative elected by the clubs of each district as provided in sections 9.060., 9.070., and 9.080. Each non-districted club shall designate a convenient 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.*

9.020.1. *Club Member.*

Each member of a council shall be a member of a club.

9.020.2. Past Officer.

Each representative shall have served a full term as an officer of RI 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, 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 understands the qualifications, duties, and responsibilities of a representative; is qualified, willing, and able to assume and perform faithfully such duties and responsibilities; 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. Not Eligible.

A non-voting member of a council or a full-time, salaried employee of RI, or of any district or any club(s) shall not be eligible to serve as a voting member of a council.

9.030. Duties of District Representatives to the Councils.

It shall be the duty of a representative to:

- (a) assist clubs in preparing their proposals for each council;
- (b) discuss proposed legislation and resolutions at the district conference and/or other district meetings;
- (c) be knowledgeable of the existing attitudes of Rotarians within the district;
- (d) give critical consideration to all legislation and proposed resolutions presented to the councils and effectively communicate those 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 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 representative shall begin on 1 July in the year following the year in which they are to be selected. Each representative shall serve for three years or until a successor has been 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. *Selection of Representatives by Nominating Committee Procedure.*

9.060.1. *Selection.*

The representative and the alternate representative should 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 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.

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. *Election of Representatives at the District Conference.*

9.070.1. *Election.*

If the district chooses not to utilize the nominating committee procedure, the representative and the alternate representative may be elected at the annual conference of the district or, in the case of a district in RIBI, at the district council. The election shall take place in the year two years preceding the council on legislation or, in the case of a district in RIBI, at the meeting of the district council after 1 October in the year two years preceding the council on legislation.

9.070.2. *Nominations.*

Any club in a district may nominate a qualified member of any club in the district for representative where such member has indicated a willingness and ability to serve. The club shall certify such nomination in writing. 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.

9.070.3. Selection of Representatives and Alternates.

The candidate receiving a majority of the votes cast shall be the representative to the council on legislation and the council on resolutions. If there are only two candidates, the candidate failing to receive a majority of votes cast shall be the alternate representative, to serve only in the event 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 cast, 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.

9.070.4. One Candidate for Representative.

No ballot shall be required where there is only one nominee in a district. In such cases, the governor shall declare such nominee the representative to the councils. The governor shall also 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. Election of Representatives Through Ballot-by-Mail.

9.080.1. Board Authorization for Ballot-by-Mail.

In certain circumstances, the board may authorize a district to select the representative and the alternate representative to the councils in a ballot-by-mail. In such case, the governor shall prepare and cause to be mailed to the secretary of every club in the district an official call for nominations for representative. 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 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. *Election Through Ballot-by-Mail.*

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. 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.*

9.090.1. *Report of Representative to General Secretary.*

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. *Publication of Representatives to Council Meetings.*

At least 30 days prior to the convening of each council, the general secretary shall publish to each representative the names of 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.

9.100. *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. Any action of the committee may be reviewed by the council on legislation.

9.110. *Members-at-Large.*

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

9.120. *Quorum for the Councils.*

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

9.130. *Procedures of the Councils.*

9.130.1. *Rules of Procedure.*

Subject to section 9.140., each council on legislation may adopt such rules of procedure as it deems necessary to govern the conduct of its deliberations. Such rules

shall be in harmony with the bylaws and shall remain in effect until changed by a subsequent council on legislation. Each council on resolutions shall be conducted according to rules of procedure adopted by the council operations committee.

9.130.2. *Appeal.*

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

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. *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.*

9.150.1. *Report of the Chair.*

The chair shall transmit 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.

9.150.2. *Report of the General Secretary.*

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 all 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 record its opposition to legislation adopted by the council on legislation.

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.

9.150.4. *Suspension of Council Action.*

The action of a council on such legislation shall be suspended where clubs representing at least 5 percent of the votes entitled to be cast by the clubs file forms recording their opposition.

9.150.5. *Vote by Clubs Through Ballot-by-Mail.*

If one or more items of approved legislation are suspended due to opposition by clubs, the general secretary shall prepare and distribute a ballot to the secretary of each club within one month following such suspension. The ballot shall submit the question of whether the action of the council should be sustained in regard to the suspended item of legislation. 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 must be certified by the club presidents and received by the general secretary no later than the date stated on the ballots, which shall be at least two months after the mailing of such ballots.

9.150.6. *Balloting Committee Meeting.*

The president shall appoint a balloting committee which shall meet at a time 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. The balloting committee shall certify its report of the balloting results to the general secretary within five days of the committee's adjournment.

9.150.7. *Results of Balloting.*

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

9.150.8. *Effective Date of Council Action.*

Action by a council regarding legislation or resolutions shall become effective on 1 July immediately following adjournment of the council unless suspended by action of clubs under the provisions of subsection 9.150.4.

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. 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.

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. Delegates to the Convention.

10.050. Credentials for Delegates.

10.060. Delegates-at-Large.

10.070. Registration Fee.

10.080. Convention Quorum.

10.090. Credentials Committee.

10.100. Electors.

10.110. Balloting Committee.

10.120. Election of Officers.

10.130. Convention Program.

10.140. Seating of Delegates.

10.150. Special Assemblies.

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.

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 Nominations and Elections for President**12.010.** Nominations for President.**12.020.** Nominating Committee for President.**12.030.** Election of Members to the Nominating Committee for President.**12.040.** Procedure for Functioning of Committee.**12.050.** Nomination by the Committee.**12.060.** Report of Committee.**12.070.** Additional Nomination by Clubs.**12.080.** Contingency Not Provided For in Section 12.070.**12.090.** Nominations Presented to Convention.**12.100.** Ballot-by-Mail.**12.010. Nominations for President.**

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

12.020. Nominating Committee for President.**12.020.1. How Constituted.**

The nominating committee for president shall consist of 17 members from the 34 zones constituted for the nomination of RI directors. These members shall be 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. Member from RIBI.

The member from a zone wholly within RIBI shall be elected by the clubs of that zone 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.

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. Qualifications.

Each member of the nominating committee shall be a past director of RI. A candidate for membership on the committee must be a past director at the time of election, except where there is no past director 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 that such past governor has served for at least one year as a member of a committee provided for in article 17 or as a trustee of The Rotary Foundation.

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

12.030.1. Notification to Eligible Candidates.

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 whether the past directors desire to be considered for membership on the committee and to advise the general secretary prior to 15 April that they wish to have their names listed as being willing and able to serve. Any past director not responding by 15 April will be considered unwilling to serve.

12.030.2. One Eligible Past Director in a Zone.

Where there is only one eligible past director from a zone willing and able to serve, the president shall declare such past director to be the member of the committee from that zone.

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

Where there are two or more eligible past directors willing and able to serve, the member and alternate member of the committee shall be elected in a ballot-by-mail. The procedure for such ballot-by-mail shall be as described below.

12.030.3.1. Ballot Preparation.

The general secretary shall prepare a ballot, single transferable where applicable. The ballot shall include the names of all eligible past directors in alphabetical order.

12.030.3.2. Ballot Specifications.

The general secretary shall cause a copy of the ballot to be mailed 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 completed ballot be returned to the general secretary at the World Headquarters of the Secretariat by 30 June.

12.030.4. 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. 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 Meeting.*

The president shall appoint a balloting committee which shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place no later than 10 July. 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. *Declaration of Member and Alternate.*

The candidate receiving a majority of the votes cast shall be declared the member of the committee. The candidate from such zone receiving the second highest number of votes shall be declared the alternate member of the nominating committee. 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 candidates who received the tie vote as the member or alternate member of the nominating committee.

12.030.7. *Vacancy.*

In the event of a vacancy in the committee from a zone, the most recent 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.

12.030.8. *Term.*

The term of the committee shall commence on 1 July of the calendar year in which its members are elected. The committee shall serve for one year. Any alternate called to serve on the committee shall serve for the unexpired term of the committee.

12.030.9. *Vacancy Not Provided For in Bylaws.*

The board shall appoint a member to fill any vacancy in the committee not provided for in the foregoing provisions. It is preferred that the appointment be from a club in the same zone as that in which the vacancy occurred.

12.040. *Procedure for Functioning of Committee.*

12.040.1. *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. *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. *Forwarding Names to Committee.*

The general secretary shall, between 1 May and 15 May in each year, mail a letter to all Rotarians who will be eligible to serve as president. The letter will ask if such Rotarians are willing to be considered for nomination for president and will advise them to notify the general secretary prior to 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 upon request at least one week prior to the committee meeting.

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.

12.050.2. *Committee Meeting.*

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

12.050.3. *Quorum and Voting.*

Twelve members of the committee shall constitute a quorum. The transaction of all business of the committee shall be by majority vote, except that in the selection of the committee's nominee for president, the votes of at least ten members of the committee shall be cast in favor of such nominee.

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

Where the nominee for president is unable to serve or submits a resignation to the president, such nominee shall no longer be eligible for nomination or election to the office of president in such 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, the following procedure shall be utilized.

12.050.4.1. *Procedures for Committee.*

At its meeting, the committee shall authorize the chair to act on its behalf to initiate promptly the procedures for meeting such contingency.

12.050.4.2. *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 president on behalf of the board.

12.050.4.3. *Challenging Candidates.*

Where the committee must select 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., except with reference to specified filing dates.

12.050.4.4. *Contingency Not Provided For in Bylaws.*

Where a 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. Report of Committee.

The report of the committee shall be addressed to the clubs and certified to the general secretary by the chair within ten days following the 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.

12.070. Additional Nomination by Clubs.

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

12.070.1. Candidate Previously Considered and Concurrence.

Any club may suggest as a challenging candidate the name of a qualified Rotarian who duly notified the general secretary pursuant to subsection 12.040.3. of his or her willingness to be considered for nomination for president. The name of the challenging candidate shall be submitted pursuant to a duly adopted resolution 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 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 to have such candidacy submitted to the clubs for endorsement. The foregoing requirements must be completed by 1 October of the relevant year.

12.070.2. Notification to Clubs of Challenging Candidates.

The general secretary shall notify the clubs of the suggested challenging candidates and provide the clubs with a registered 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. Absence of a Challenging Candidate.

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

12.070.4. 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 challenging candidate(s) and the nominee of the committee shall be balloted upon as provided in section 12.100. Where the challenging candidate fails to receive the prescribed endorsements by 15 November, the president shall declare the nominee of the committee to be the president-nominee.

12.070.5. Validity of Endorsement.

The balloting committee provided in subsection 12.100.1. shall validate, count, and certify the returned endorsement forms and report to the president. If this balloting committee finds there is a sufficient number of forms to constitute an endorsement of the challenging candidate but has good reason to suspect the genuineness of the forms, it shall so advise the president who, before making any announce-

ment, shall convene the election review committee of RI to determine the validity of such forms. After this determination has been made, the balloting committee shall then report to the president.

12.080. *Contingency Not Provided For in Section 12.070.*

Where a contingency arises which has not been provided for in section 12.070., 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. *Ballot-by-Mail.*

The procedure for electing a president pursuant to a ballot-by-mail as provided in section 12.070. shall be by the following procedures.

12.100.1. *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. *Ballot Specifications.*

The balloting committee shall prepare a ballot, single transferable 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 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. *Mailing of Ballot.*

The balloting committee shall cause a copy of the ballot to be mailed to each club no later than the following 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 15 April. Such ballot shall include photographs and biographical statements of the candidates.

12.100.4. *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. 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. *Balloting Committee Meeting.*

The balloting committee shall meet at a time and place determined by the president. 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. *Counting of Votes.*

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

12.100.7. *Announcement of President-elect.*

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

12.100.8. *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 shall be declared the president-elect. Where none of the candidates receiving the tie vote was the choice of the committee, the board shall select one of the tied candidates to be the president-elect.

Article 13 Nominations and Elections for Directors

13.010. Nominations for Directors by Zones.

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

13.030. Ballot-by-Mail Procedure.

13.040. Nominations for Officers of RIBI.

13.010. *Nominations for Directors by Zones.*

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

13.010.1. *Number of Zones.*

The world shall be divided into 34 zones that are approximately equal in number of Rotarians.

13.010.2. *Schedule of Nominations.*

Each such zone shall nominate a director from the membership of the clubs in that zone every fourth year according to a schedule established by the board.

13.010.3. *Zone Boundaries.*

The initial boundaries of the zones shall be approved by resolution of the council.

13.010.4. *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 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. *Realignment of Zones.*

Any new alignments can be made by the board.

13.010.6. *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 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. *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 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.

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

13.020.1. *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 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 the zone.

For such 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 selection. Such 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 rescission is certified to the general secretary by the district governors.

13.020.2. *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. *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 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 members also shall have attended at least two

Rotary institutes of the zone from which the director is being nominated and one convention in the three years prior to serving on the committee, provided that a district may by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting dispense with some or all of these requirements, such resolution to apply 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 director shall not be eligible for membership on the nominating committee. No Rotarian who has served twice as a member of such a committee shall be eligible for service again. Each member shall have one vote.

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.

13.020.5. *Nominations.*

Any club in a district may nominate a qualified member of the club for membership on the nominating committee where such member has indicated a willingness and ability to serve. The club shall certify such nomination in writing. 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. 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.

13.020.6. *Members and Alternates.*

The candidate receiving a majority of the votes cast 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 the member is unable to serve.

13.020.7. *Candidate Declared as a Member of the Nominating Committee.*

No ballot shall be required where there is only one nominee in a district. In such cases, the governor shall declare such nominee the member of the nominating committee.

13.020.8. *Member and Alternate Member Unable to Serve.*

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

13.020.9. *Election of Member of the Nominating Committee Through 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 ballot-by-mail. In such cases, the governor shall prepare and cause to be mailed to the secretary of 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 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.

13.020.10. *Election Through Ballot-by-Mail.*

A majority vote of electors present and voting at a district conference may vote to have the selection of the member and the alternate member pursuant to a ballot-by-mail. The ballot-by-mail shall be conducted in accordance with the provisions set forth in subsection 13.020.9. and shall be concluded no later than 15 May of the appropriate year.

13.020.11. *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.

13.020.12. *Contingency Not Provided For in Section 13.020.*

The board shall determine the procedure to be followed for any contingency that arises regarding the determination of balloting which has not been provided for in the foregoing provisions of this section.

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 and 30 of the following September. The committee shall elect a chair from its members at the time of its meeting.

13.020.14. *Suggestions from Clubs to Committee.*

The general secretary shall inform 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 to submit their suggestions for director from the zone or section for consideration by the committee and shall provide the address of the convener to whom the suggestions shall be sent. The suggestions shall be submitted to the nominating committee on a form prescribed by the board. The form shall include background information regarding the suggested candidate's Rotary and other activities and a recent photograph of the suggested candi-

date. Such suggestions must reach the nominating committee at the address of the convener no later than 1 September.

13.020.15. *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. The transaction of all business shall be by majority vote, except that in selecting the committee's nominee for director, 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 of the committee. The chair of the nominating committee shall vote for nominees for director and alternate; 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. *Committee Inability to Select Nominee.*

Where a nominating committee adjourns and no candidate for director-nominee receives the votes of a 60 percent majority of the nominating committee, the director-nominee shall be selected in a ballot-by-mail. Such ballot-by-mail shall be based on the ballot-by-mail procedure set forth in section 13.030. and include all suggested names for director considered by the committee.

13.020.17. *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. *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 October.

13.020.19. *Nominee Unable to Serve.*

Where a nominee for director selected by the committee is unable to serve, the committee shall automatically nominate the alternate who was selected previously.

13.020.20. *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 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 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 concurrence shall be obtained at a conference or through a 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 and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. The foregoing procedure must be completed by 1 December in the relevant year.

13.020.21. *Declaration of Director-nominee, Selection in Ballot-by-Mail.*

Where the general secretary fails to receive the prescribed concurrences by 1 December, the president shall declare the nominee of the nominating committee to be the director-nominee from the zone. Such announcement shall take place no later than 15 December. Where the general secretary receives the prescribed proposal and concurrences by 1 December, selection of a director from among the challenging candidates and the nominee of the nominating committee shall be made in a ballot-by-mail in accordance with section 13.030.

13.030. *Ballot-by-Mail Procedure.*

The procedure for selecting a director-nominee in a ballot-by-mail pursuant to section 13.020. shall be as provided below.

13.030.1. *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. 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. *Ballot Specifications.*

The general secretary shall prepare a ballot, single transferable where applicable. Each ballot shall be accompanied by a summary of biographical data of each candidate supplied 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. *Deadline for Receipt of Ballots.*

The general secretary shall mail a copy of the ballot accompanied by photographs and biographical statements to each club in the zone or section no later than the following 31 December. 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 1 March.

13.030.5. *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. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

13.030.6. *Balloting Committee Meeting and Report.*

The balloting committee shall meet at a time and place 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. *Counting Ballots.*

The candidate for director receiving the majority of the votes cast 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. *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. *Tie Vote.*

Where a ballot-by-mail results in a tie for director-nominee, a second ballot-by-mail shall be conducted. The general secretary shall supervise preparation and mailing of such ballots. Such ballots shall contain the names of the candidates who received the tie vote in the first ballot-by-mail. The ballot shall be accompanied by biographical statements and photographs of such candidates. The ballots and other materials shall be mailed 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 determined by the president to examine and count the ballots. 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. *Extension of Time.*

The board shall have authority to alter the date(s) under this section as they may apply to the clubs in any zone where exceptional circumstances exist.

13.040. *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 Nominations and Elections for Governors

14.010. Selection of a Governor-nominee.

14.020. Nominating Procedure for Governor.

14.030. Selection Through Ballot-by-Mail of Governor.

14.040. Ballot-by-Mail Specifications.

14.050. Certification of Governor-nominee.

14.060. Rejection or Suspension of Governor-nominee.

14.070. Special Elections.

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 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.

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.

14.020.2. 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 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 terms of reference may not be inconsistent with the bylaws.

14.020.3. Failure to Adopt Nominating Committee Procedure.

Any district which has adopted the nominating committee procedure for selection of governor-nominee but fails to select members of a nominating committee as required in subsection 14.020.2. shall utilize 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. Where five past governors are not available, the president of RI shall appoint additional suitable persons from that district so that the committee contains five members.

14.020.4. Suggestions by Clubs for Governor.

In a district selecting its governor-nominee either by nominating committee procedure or at the district conference, 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 at least two months before such suggestions must reach the nominating committee. The announcement shall include the address to which suggestions shall be sent. The suggestions shall be submitted in the form of a resolution adopted at a regular meeting of the club naming the suggested candidate. The resolution shall be certi-

fied by the club secretary. A club may suggest only one of its own members as a candidate for governor-nominee.

14.020.5. Nomination by Committee of Best Qualified Rotarian.

The nominating committee for governor shall 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. 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 governor shall then publish to the clubs 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. Committee Inability to Select Nominee.

Where the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a ballot-by-mail as provided in section 14.040. Alternatively, the governor-nominee may be selected from among those candidates suggested to the nominating committee at the district conference in accordance with section 16.050.

14.020.8. 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 provided this club has previously suggested such 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 candidate is a member of that club and the challenging candidate must have been duly suggested to the nominating committee. The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection for governor-nominee by the governor.

14.020.9. 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 whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions must be filed with the governor by the date determined by the governor. Only challenges that have been concurred to by at least 10 other clubs which have been in existence for at least one year as of the beginning of that year or 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, 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. *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.

14.020.12. *Lack of Valid Challenging Nomination.*

Where no valid challenging nomination is received, the governor shall declare the candidate of the district nominating committee as governor-nominee. The governor shall notify all clubs in the district of such 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. *Selection Through Ballot-by-Mail of Governor.*

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 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. A club may 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 ballot shall be required and the governor shall declare such 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 there are two or more candidates, the governor shall notify all clubs in the district of the name and qualifications of each such candidate and that all such candidates for governor-nominee will be selected through a ballot-by-mail.

14.040. *Ballot-by-Mail Specifications.*

The governor shall prepare one ballot for each club, giving the name of any candidate selected by the district nominating committee. The ballot shall then list in alphabetical order the names of any 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 a copy of said 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 by the governor. Such date shall be no less than 15 days or more than 30 days following the date of the governor's mailing of the ballots to the clubs.

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. 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. *Balloting Committee.*

The governor shall determine and announce the place, date, and time for counting of ballots and shall appoint a 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 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. *Majority or Tie Vote.*

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 the nominating committee shall be declared the governor-nominee. If neither of the candidates is the nominee of the nominating committee, the governor shall select one of the candidates as the governor-nominee.

14.040.4. *Report of Balloting Committee.*

The balloting committee shall promptly report the results of the ballot to the governor as soon as a candidate receives a majority vote. The report shall contain the number of the votes cast for each candidate. The governor shall promptly notify the candidates of the results of the ballot. The balloting committee shall retain all ballots cast for a period of 15 days following the governor's notification to the candidates. Such ballots shall be open to inspection by a representative of any club during such period. The chair of said committee shall destroy such ballots following the 15-day period.

14.050. *Certification of Governor-nominee.*

The governor shall certify the name of the governor-nominee to the general secretary within ten days after such nominee has been declared the nominee.

14.060. Rejection or Suspension of Governor-nominee.**14.060.1. Failure to Meet Qualifications.**

Any nominee for governor 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.

14.060.2. Suspension of Nomination.

Notwithstanding the receipt of a signed statement from a governor-nominee, the board may suspend such nomination where it has cause to believe that the nominee would be unable to fulfill satisfactorily the duties and responsibilities of the office as provided in the bylaws. The governor and nominee shall be informed of such 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 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. Rejection of Nominee.

The general secretary shall advise the governor of the district concerned where the nomination of the nominee has been rejected by the board. The general secretary shall provide the reasons for such rejection and the governor shall so advise such nominee. Where time permits, the governor shall conduct a 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 nominee shall be selected in accordance with section 14.070.

14.070. Special Elections.

Where a district fails to select a nominee for governor or where 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 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 at least three months prior to the international assembly, the governor shall reinitiate the nominating procedures starting with section 14.020. 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.

14.070.1. Special Provision to Special Elections.

When a governor reinitiates the nominating committee procedure in accordance with section 14.070., the governor shall not be required to repeat the procedure required in subsection 14.020.4. if there were no suggestions from clubs to the nominating committee during the previous nominating process.

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 the governors of the clubs within any area composed of two or more geographically contiguous districts. In such cases, the board shall prescribe such rules of procedure it deems advisable. Such rules must be approved by the clubs in such 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 behalf of the board to admit clubs in RIBI, as a districting committee of RI, in RI financial matters as provided in the bylaws, and as may be authorized by the board.

15.030.1. *Constitution of RIBI.*

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

15.030.2. *Amending Constitution of RIBI.*

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

15.030.3. *Amending Bylaws of RIBI.*

The RIBI bylaws may be amended as provided in its constitution and the 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.** Conference and District Legislation Meeting 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 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.

16.010.2. *Clubs in the Same Area.*

Where several clubs coexist in the same city, borough, municipal, or urban area, they shall not be assigned to different districts without the approval of the majority of such clubs. The clubs coexisting in the same locality have the right to be assigned to the same district. Such right may be exercised by petition to the board from a majority of said clubs. The board shall assign all the coexisting clubs to the same district within two years of receipt of such petition.

16.020. *District Training Assembly.*

A district 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 their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support The Rotary Foundation 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. In special circumstances, the board may authorize the holding of a district training assembly at a date other than provided herein. Those

specifically invited shall include the incoming presidents and the members of clubs assigned by the incoming president to serve in key leadership roles in the upcoming year.

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

A PETS, which may be a multidistrict PETS, shall take place for the purpose of orientation and training of club 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.

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.

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 presidents of the clubs of that district must agree to the site for such 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 the governor-nominee and a majority of those persons who will serve as club presidents during the same year. Where a club has not selected its future president, the 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 legislation meeting may adopt recommendations upon matters of importance in its district, provided such action shall be in accordance with the 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 all matters submitted to it for consideration by the board and may adopt resolutions thereon.

16.040.4. *Conference Secretary.*

The governor shall appoint a conference secretary after consultation with the president of the host club. The conference secretary shall cooperate with the governor in planning the conference and recording the proceedings thereof.

16.040.5. *Conference Report.*

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 to the general secretary and one copy thereof to the secretary of each of the clubs of the district.

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.

16.050.2. Conference and District Legislation Meeting Voting Procedures.

Every 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 selection of a 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, election of the club representative and alternate representative of the district to the council on legislation and council on resolutions, and the decision as to the amount of the per capita levy. However, any elector shall have the right to demand a poll upon any matter presented to the conference or district legislation meeting. 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, 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 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.

16.050.3. Proxies.

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 a member of any club in the district in which the club is located. The proxy designation must be certified by the president and secretary of such club. The proxy shall be entitled to vote as proxy for the non-attending elector(s) represented, in addition to any other vote the proxy may have.

16.060. District Finances.**16.060.1. District Fund.**

Each district may establish a fund to be called "The District Fund" for financing district-sponsored projects and the administration and development of 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 the district fund or failing to comply with subsection 16.060.4., shall be prohibited from holding 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. The amount of the levy shall be decided 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(c) 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) the district conference by a majority of the electors present and voting, or
- (c) at the option of the district, the district presidents-elect training seminar after the approval of 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 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 all clubs of a district. The governor shall certify to the board the name of any club that has failed for more than six months to pay such levy. The board shall suspend the services of RI to the delinquent club while the levy remains unpaid.

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

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

- (a) be composed of at least three members;
- (b) have all the members be active Rotarians;
- (c) have at least one member who is a past governor or a person with audit experience;
- (d) not allow the following to serve on the audit committee 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 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.

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.

16.070.1. Rotarian in Good Standing.

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.

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.

16.070.3. Rotarian's Qualification as Past President of Club.

The Rotarian must have served as president of a club for a full term or be a 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.

16.070.4. Rotarian's Ability to Fulfill Duties of Governor.

The Rotarian must demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of governor as provided in section 16.090.

16.070.5. Rotarian's Certification of Qualifications.

The Rotarian must demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws and submit to RI, through its general secretary, a signed statement that the Rotarian understands clearly such qualifications, duties, and responsibilities. Such statement shall also confirm

that the Rotarian is qualified for the office of governor and willing and able to assume the duties and responsibilities of that office and to perform them faithfully.

16.080. *Qualifications of a Governor.*

Unless specifically excused by the board, a governor at the time of taking office must have attended the international assembly for its full duration, been a member of one or more Rotary clubs for at least seven years, and must continue to possess the qualifications in section 16.070.

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 between the 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.

16.100. Duties of a Governor in RIBI.

The duties of the governor in RIBI shall be performed in keeping with traditional practices in that 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 other duties as are inherent as the officer of RI in the district.

16.110. Removal from Office.

The president may remove a governor from office for cause where a governor is not performing the duties and responsibilities of the office as deemed sufficient by the president. In such cases, the president shall notify and advise the governor that said officer has 30 days to show reason why the governor should not be removed from office. The president may remove the governor from office at the end of the 30-day period where the governor has failed to provide adequate reason, in the judgment of the president. A 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.

Article 17 Committees

17.010. Number and Term.

17.020. Membership.

17.030. Meetings.

17.040. Special Committees.

17.050. Term of Service.

17.060. Secretary of Committees.

17.070. Quorum.

17.080. Transaction of Business by Communication.

17.090. Authority.

17.100. Membership Committee.

17.110. Strategic Planning Committee.

17.120. Audit Committee.

17.130. Operations Review Committee.

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 consist of six members, each of whom shall serve a term of three years, with two members appointed each year, plus a minimum of three Rotaract members. 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.

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. *Special Committees.*

The provisions of sections 17.010. - 17.030. do not apply to any nominating committee or any committee formed under sections 17.100. - 17.130.

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.

17.060. Secretary of Committees.

The general secretary shall be the secretary of all committees, unless otherwise provided for in the bylaws or by the board in establishing committees. The general secretary may appoint another person to serve as secretary.

17.070. Quorum.

A majority of all the members of a committee shall constitute a quorum at any meeting of such committee, unless otherwise provided for in the bylaws or by the board in establishing committees.

17.080. Transaction of Business by Communication.

A committee may transact business by any appropriate means of communication under such rules of procedure as may be prescribed by the board unless otherwise provided in the bylaws.

17.090. Authority.

The operations and activities of all committees shall be subject to the control and supervision of the board pursuant to subsection 5.040.2. All committee actions and decisions shall be subject to the approval of the board, except the decision of the nominating committee for president in its selection of a nominee for president. However, the board shall have jurisdiction over all actions and decisions that are in violation of the provisions of sections 11.060. and 11.070.

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 com-

mittee 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 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 shall begin on 1 July and end on 30 June.

18.020. *Club Reports.*

Each 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.*

18.030.1. *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 and thereafter. Such dues shall remain constant until changed by the council on legislation.

18.030.2. *Additional Dues.*

Each club shall pay each year to RI for each of its members additional per capita dues of US\$1.00 or such other amount, as determined by the board, 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 additional dues shall be held as a separate fund restricted to provide for the expenses of representatives in attending the council, as well as other administrative expenses of the council, in a manner to be determined by the board. The board shall furnish the clubs an accounting of receipts and expenditures.

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. *Dues Payable by RIBI.*

Each 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. *Adjustment of Payments Due.*

The board may adjust the payments due from the 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.*

18.040.1. *Due Date of Per Capita Dues.*

Per capita dues shall be due and payable pursuant to subsection 18.030.1. on 1 July and 1 January of each year or such other dates as established by the board. Dues payable pursuant to subsection 18.030.2. shall be due and payable on 1 July or such other dates as established by the board.

18.040.2. *Prorated Dues.*

For each member who is elected into membership of a 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 for a transferring member or former member of another 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 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 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.*

18.050.1. *Adoption by Board.*

Each year the board shall adopt a budget for RI for the succeeding fiscal year. Budgeted anticipated total expenses shall not exceed total anticipated revenue.

18.050.2. *Revision of Budget.*

Such budget may be revised by the board at any time, provided that anticipated total expenses shall not exceed total anticipated revenue.

18.050.3. Budgeted Expenditures.

No expenditure of RI funds shall be made unless such expenditure is within the budget approved by the board. The general secretary shall have the duty and authority to enforce compliance with this subsection.

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

The board, by a three-quarters vote of all directors, may authorize the expenditure of amounts in excess of anticipated revenues, but only in emergency and unforeseen circumstances, provided that the board shall not incur any expenditure which will result in indebtedness which exceeds the net assets of RI. 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.

18.050.5. 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 clubs not later than 30 September of each Rotary year.

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, 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. Five-Year Financial Forecast.

18.060.1. Annual Review of Five-Year Forecast.

The board shall consider a five-year financial forecast on an annual basis. Such forecast shall describe the development of 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. Presentation of Five-Year Forecast at the Council on Legislation.

The five-year financial forecast shall be presented by the board to the council on legislation as financial background to any pending legislation of a financial nature.

18.060.3. Year of Forecast Coincides with Council on Legislation.

The first year of the five-year financial forecast shall coincide with the year during which the council on legislation convenes.

18.060.4. Presentation of Five-Year Forecast at Rotary Institutes.

The five-year forecast shall be presented by a director or other representative of the board to each Rotary institute for discussion.

18.070. Audit.

The board shall provide for an audit of RI on at least an annual basis. Such audit shall be 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 required by the board.

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 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.

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 an emblem, badge, and other insignia of RI for the exclusive use and benefit of all Rotarians.

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 shall 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 use of such name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by RI.

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.**

An international assembly shall be held annually. The purpose of such assembly shall be to provide Rotary education, instruction in administrative duties, motivation, and inspiration to governors-elect, and to afford all present an opportunity to

discuss, plan, and implement Rotary's programs and activities during the succeeding year.

20.010.2. *Time and Place.*

The board shall determine the time and place of the international assembly. The president-elect shall be responsible for its program and shall be the chair of any committee appointed to supervise assembly arrangements. The assembly shall be held prior to 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 *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 committees of RI, and such other persons as the board may designate.

20.010.4. *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. *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.

20.030. *Council of Past Presidents.*

20.030.1. *How Constituted.*

There shall be a council of past presidents which shall be a standing council composed of past presidents holding membership in a club. The president shall be *ex officio* a member of the council of past presidents with the privilege of attending its meetings and taking part in its deliberations, but shall have no vote in the proceedings thereof.

20.030.2. *Officers.*

The penultimate past president shall serve 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 general secretary shall be the secretary of the council of past presidents but shall not be a member thereof.

20.030.3. *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. The council shall also, upon request of the board, act as mediators in matters involving clubs, districts and officers.

20.030.4. *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 meet at the annual convention and/or international assembly.

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. Such matters of procedure shall take into consideration basic fairness, subject to the right of appeal to such assembly.

Article 21 Official Magazine

21.010. Authority for Publishing Official Magazine.

21.020. Subscription Prices.

21.030. Subscription to Magazines.

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.

21.020. *Subscription Prices.*

21.020.1. *Price.*

The board shall determine the subscription price of all editions of the official magazine.

21.020.2. *Required Subscription.*

Each member of a club in the United States and Canada shall become a paid subscriber to the official magazine for the duration of such membership. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. Such subscription shall be collected by the club from its members and forwarded to RI on behalf of the member. Each member shall have the option to choose to receive either a printed copy by mail or an electronic copy via the internet.

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 at the end of the year, unless otherwise provided by the board.

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. Purpose of The Foundation.

23.020. Trustees.

23.030. Terms of Trustees.

23.040. Compensation of Trustees.

23.050. Expenditures of Trustees.

23.060. Report of Trustees.

23.010. *Purpose of The Foundation.*

The Rotary Foundation of RI shall be operated exclusively for charitable and educational purposes by the trustees of The Rotary Foundation in accordance with the Foundation's articles of incorporation and bylaws. The articles of incorporation and bylaws can only be amended by the trustees 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 taking office. Four of the trustees shall be past presidents of RI. All trustees shall satisfy the qualifications listed in the Foundation'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 term.

23.030. *Terms of Trustees.*

The terms of the trustees shall be four years. Trustees may be reappointed.

23.040. *Compensation of Trustees.*

All trustees shall serve without compensation.

23.050. Expenditures of Trustees.

The trustees shall make expenditures from the property of the Foundation only with the approval of the board, except for the following two types of expenditures, which require only the approval of the trustees: (1) the necessary expenses of administration of the Foundation, and (2) expenditures of the income or principal of gifts to the Foundation which are prescribed by the terms of the gift or bequest.

23.060. Report of Trustees.

The trustees shall report no less than annually to RI on the programs and finances of the Foundation. The annual report of the Foundation shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of each of the trustees.

Article 24 Indemnification

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

Article 25 Arbitration and Mediation

25.010. Disputes.

25.020. Date for Mediation or Arbitration.

25.030. Mediation.

25.040. Arbitration.

25.050. Decision of Arbitrators or Umpire.

25.060. Costs of Mediation or Arbitration.

25.010. Disputes.

Should any dispute other than as to a decision of the board arise between any current or former member(s) of a Rotary club and a Rotary district, RI or an RI officer, on any account whatsoever which cannot be settled amicably, the dispute shall, upon a 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 by arbitration. Such a request for mediation or arbitration should take place within sixty (60) days of the occurrence of the dispute.

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. 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.

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. *Arbitration.*

In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club, other than that of the disputants, may be appointed as umpire or arbitrator.

25.050. *Decision of Arbitrators or Umpire.*

If arbitration is requested, 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. *Costs of Mediation or Arbitration.*

The costs of the conflict resolution, whether by mediation or arbitration, should be borne on an equal basis by the disputants, unless otherwise decided by the mediator or umpire of the arbitration.

Article 26 Amendments

The bylaws may be amended only by a majority vote of those present and voting at the council on legislation, except as provided for an extraordinary meeting of the council on legislation in section 7.060.

4 STANDARD ROTARY CLUB CONSTITUTION

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*CONSTITUTION OF THE ROTARY CLUB OF

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 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: A potential club whose members shall also be members (when applicable): of this club.
7. Year: The twelve-month period which begins on 1 July.

Article 2 Name

The name of this organization shall be Rotary Club of _____

(Member of Rotary International)

(a) The name of a 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 pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

Article 4 Locality of the Club

The locality of this club is as follows: _____

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;

*The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution.

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 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.

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 meeting once each week on the day and at the time provided in the bylaws. Attendance may be in person, 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 meeting shall be considered as held on the day that the interactive activity is to be posted on the website.

- (b) *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 to a different hour of the regular day, or to a different place.
- (c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (d) *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 decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club’s regular meetings in section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

Section 2 — Annual Meeting.

- (a) An annual meeting for the election of officers shall be held not later than 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 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 not in accordance with 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 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 — Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 — Active Membership. A person possessing the qualifications set forth in

article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 – *Satellite Club Membership.* Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 5 – *Dual Membership.* No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

Section 6 – *Honorary Membership.*

- (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) *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 this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

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.

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 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.
- (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 clas-

sification, 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.

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.* If, within fourteen (14) days before or after the regular time for that meeting, 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.

- (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 – *Extended Absence on Outposted Assignment.* If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member’s club, provided there is a mutual agreement between the two clubs.

- Section 3 – *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 for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve 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.
 - (b) the aggregate 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 for at least 20 years, and the member has notified the club secretary in writing of the member’s 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 – *Attendance Records.* When a member whose absences are excused under the provision of subsection 3(a) of this article fails to attend a club meeting, the member and the member’s absence shall not be included in the attendance records. In the event that a member whose absences are excused under the

provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the 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 the board constituted as the bylaws may provide.

Section 2 — *Authority*. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — *Board Action Final*. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant 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 a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If 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 include one or more vice-presidents, all of whom shall be members of the board. The club officers shall also include a sergeant-at-arms, who may be a member of the board as the bylaws shall provide. 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 office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (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.
- (c) *Qualifications*. 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 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 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 meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall con-

tinue to serve until 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 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 other reports as may, from time to time, be required by this club.

Section 7 — *Committees*. This club should have the following committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed.

Article 14 Dues

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

Article 15 Duration of Membership

Section 1 — *Period*. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 — *Automatic Termination*.

- (a) *Membership Qualifications*. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
 - (1) the board may grant a member moving from the locality of this club or the surrounding area 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.* 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.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. 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 to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (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 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 meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or 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 activities in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership may be subject to termination unless the board consents to such 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 may be considered a request to terminate membership in this club. Thereafter, 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 membership in this club or for any good cause by a vote of not less than 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.

- (b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (c) *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.

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. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as 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) 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.
- (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 resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 – Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or

other property belonging to 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 made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial 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 the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and
- (d) that 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 from attendance at meetings and other activities of this club and from any office or position the member holds within the club;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed 90 days and on such further conditions as the board determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in article 15, section 6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the board must either proceed 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 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 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 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 board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. 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 subscription shall be paid on such dates as established by the board for the payment of per capita dues for the duration of membership in this club.

Section 2 — *Subscription Collection.* The subscription shall be collected by this club from each member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 18 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of 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 constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such 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 between any current or former member(s) and this club, any club officer or 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 be resolved by 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) days after receipt of the request for mediation or arbitration.

Section 3 — *Mediation.* The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

- (a) *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 and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either 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 shall appoint an arbitrator and the arbitrators shall appoint 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 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 with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 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 Amendments

Section 1 — Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by 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 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) 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.

5 RECOMMENDED ROTARY CLUB BYLAWS

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BYLAWS OF THE ROTARY CLUB OF

Club bylaws supplement the Standard Rotary Club Constitution and establish common club practices. The bylaws in this document are recommendations. 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 is required to include are noted below.

Article 1 Definitions

1. Board: The club's board of directors.
2. Director: A member of the club's board of directors.
3. Member: A member of the club, other than an honorary member.
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 that begins on 1 July.

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.

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 his or her 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 — _____

Director — _____
Treasurer — _____
Secretary — _____
Sergeant-at-arms — _____

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.

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 annual accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

See Rotary club leader manuals for details on the roles 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.

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, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

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.

Include satellite club voting procedures here.

Article 8 Committees

Section 1 — Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.

Section 2 — The president is an *ex officio* member of all committees and, as such, has all the privileges of membership.

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.

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.

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, 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.

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 10 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.

6 BYLAWS OF THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

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BYLAWS OF THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

(AS OF NOVEMBER 2010)

Article I Purposes of Corporation

Section 1.1 — *Purposes.* The purposes of the corporation shall be as provided in the articles of incorporation.

Article II Membership

Section 2.1 — *Members.* The corporation shall have one class of members, which class shall consist of one member, designated as the “corporate member.” The initial corporate member shall be Rotary International, an Illinois not-for-profit corporation, or any successor thereto resulting by merger, consolidation, or change of name. If a vacancy shall exist in the position of corporate member for any reason, the trustees of the corporation shall elect a new corporate member.

Section 2.2 — *Elections and Appointments.* Annually, the corporate member shall appoint trustees to succeed trustees whose terms have expired and to fill vacancies that have occurred. Such action by the corporate member shall constitute the annual meeting of members.

Section 2.3 — *Manner of Acting.* The corporate member, except as otherwise provided herein, shall act by majority vote of its international board of directors communicated to the chairman or general secretary of the corporation by written instrument signed by an officer of the corporate member specifying the action taken.

Section 2.4 — *Matters Requiring Approval of the Corporate Member.* The corporate member must approve the following actions of the trustees:

- (a) Expenditures from the property of the Foundation, except for:
 - (i) the necessary expenses of administration of the Foundation, and
 - (ii) expenditures of income or principal of gifts to the Foundation which are prescribed by the terms of the gift or bequest, both of which require only the approval of the trustees;
- (b) Amendment or restatement of the articles of incorporation or the bylaws;
- (c) Merger, consolidation, dissolution, or sale, lease, exchange, mortgage, or pledge of substantially all the assets of the corporation;
- (d) All proposed programs, projects, or activities of the corporation, before their promulgation or funding, for the purposes set forth in the articles of incorporation.

Section 2.5 — *Responsibilities of the Corporate Member.* The corporate member shall have the following responsibilities:

- (a) To encourage officers of Rotary International and all Rotarians to support the programs, projects, and activities of the Foundation through personal involvement and financial contributions and to promote Foundation programs, projects, and activities through club, district, and international meetings, leadership development, and educational programs and publications;

- (b) To propose to the trustees new programs, projects or activities of the Foundation.

Article III Board of Trustees

Section 3.1 — General Powers. Directors of this corporation shall be known as trustees. All business of the corporation shall be managed by the trustees, except certain matters must also receive approval of the corporate member, as set forth in section 2.4 of article II. In managing the affairs of the corporation, the trustees shall be authorized to exercise all powers as are now or may hereinafter be granted to the corporation by the Illinois General Not for Profit Corporation Act of 1986, or any successor legislation adopted by the State of Illinois of the United States of America; except that such powers may be exercised only in furtherance of the purposes of the corporation as stated in its articles of incorporation and consistent with its status as a corporation described in section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended. The trustees shall have the following specific duties:

- (a) To hold, invest, manage, and administer all funds and property of the Foundation. In furtherance of this responsibility, in addition to the powers otherwise granted by statute or these bylaws, the trustees are authorized to do the following:
- (i) To sell, lease, transfer, or exchange all or any part of the property of the Foundation at such prices and upon such terms and conditions and in such manner as they may deem best;
 - (ii) To execute and deliver any proxies, powers of attorney, or agreements that they may deem necessary or proper and that may be permitted by law;
 - (iii) To invest and reinvest in such loans, securities, or real estate as they may deem suitable for the investment of Foundation funds;
 - (iv) To determine whether money or property coming into their possession shall be held as unrestricted funds for the accomplishment of the general purposes of the Foundation or shall be held as restricted or endowment funds for the accomplishment of specific purposes, and to charge or apportion expenses or losses to restricted or unrestricted funds as they may deem just and equitable;
 - (v) To select and employ suitable agents and attorneys, including the employment of investment managers to whom may be delegated such powers in managing and investing the funds of the corporation as the trustees may deem advisable, and as the laws of the jurisdiction may permit, and to pay their reasonable compensation and expenses;
 - (vi) To adopt budgets and appropriate funds for programs, projects and activities of the Foundation; and
 - (vii) To pay all necessary expenses of administering the Foundation, including the expenses of the trustees, out of the funds of the Foundation, unless they be otherwise provided by the directors of the corporate member;

- (b) To assess, accept and refuse on behalf of the corporation any position as fiduciary however established; and to exercise all lawful fiduciary powers in and under the laws of any state or nation, including without limitation all the powers of trustee given under the Illinois Trusts and Trustees Act and other applicable laws of Illinois; and to disclaim or to grant or withhold any releases in or with respect to any property, funds, or other interests, beneficial or legal, when acting on behalf of the corporation or others in any capacity, fiduciary or otherwise;
- (c) To create, administer, and manage or to participate in investment partnerships, such as pooled investment funds;
- (d) To administer all programs, projects, and activities of the Foundation, except when the trustees and the corporate member agree that a specific program, project, or activity of the Foundation shall be administered by the corporate member as an agent of the trustees or by both in cooperation;
- (e) To evaluate on a continuing basis all programs, projects, and activities funded by the Foundation and report to the corporate member annually concerning all awards and grants made by the Foundation;
- (f) To promote the Foundation and disseminate information about it, and to provide appropriate forms of recognition to individuals, Rotary clubs, and others who support the Foundation;
- (g) To assume primary responsibility for developing and initiating new Foundation programs, projects, or activities;
- (h) To establish or affiliate with any related, subordinate, or other charitable corporations, foundations, trusts, or similar organizations in any country or region of the world;
- (i) To consider and approve proposals by the directors of the corporate member of resolutions related to the Foundation and of amendments to the provisions of the bylaws or constitution of the corporate member concerning the Foundation prior to their consideration by a council on legislation of the corporate member. If such amendments or resolutions are proposed by other parties, the trustees and the directors of the corporate member shall jointly consider such amendments prior to their consideration by a council on legislation of the corporate member; and
- (j) To adopt and amend additional rules and regulations for the administration of the Foundation as in their opinion may be necessary or advisable, provided such rules and regulations shall not be contrary to the constitution and bylaws of the corporate member or to the articles of incorporation of the Foundation and to these bylaws.

Section 3.2 — *Number, Appointment, and Term.* The number of trustees shall be fifteen (15), each nominated by the president-elect of the corporate member and elected by the board of the corporate member in the year prior to taking office. Four (4) of the trustees shall be past presidents of the corporate member. The terms of trustees shall be four (4) years. Trustees may be reappointed after the conclusion of any term of service as trustees, provided that they then satisfy the qualifications for serving as trustee set forth in this section and section 3.3 of this article. Barring death, resignation, removal, or failure of qualification, each trustee shall hold office for the term for which the trustee is selected or until the selection and qualification of a successor.

Section 3.3 — *Qualifications.* Each trustee shall be a member, other than an honorary member, of a Rotary club. Each trustee shall be a Rotarian with broad experience in Rotary life and with senior executive and policy-making experience, particularly in finance and the fields in which the Foundation supports activities. Trustees shall be appointed from various parts of the world.

Section 3.4 — *Resignation.* Any trustee may resign verbally at a trustee meeting or by letter addressed to the corporation's general secretary, and such trustee's resignation shall take effect when indicated and without formal acceptance.

Section 3.5 — *Removal.* Any trustee who fails to satisfy the qualifications set forth in section 3.3 of this article shall forfeit the office of trustee at the time of such failure, and no further action by the directors of the corporate member or the remaining trustees shall be necessary to effect such forfeiture. A trustee whose office is forfeited pursuant to this action shall be replaced in accordance with section 3.6 of this article. If a trustee becomes disabled, to the extent such trustee is unable to discharge adequately the duties of the office, as determined by the trustees and the corporate member, such trustee shall forfeit the office upon such determination, and be replaced as provided in section 3.6 of this article. For good and sufficient cause, and upon notice to all the trustees and the trustee concerned (who shall be given an opportunity to be heard), a trustee may be removed by the three-fourths vote of the directors of the corporate member. Such removal shall be effective upon ratification of the directors' action by majority vote at the next scheduled convention of the corporate member.

Section 3.6 — *Vacancies.* Any vacancy among the trustees caused by death, resignation, failure of qualification, disability, or removal may be filled for the balance of the term by the corporate member in accordance with the procedures specified in section 3.2 of this article. Successor trustees shall have all powers and discretions and shall be charged with duties identical to those conferred upon the original trustees.

Section 3.7 — *Chairman.* The trustees shall annually elect one of the trustees as chairman-elect for the following year. The chairman-elect shall serve as chairman in the year following his or her year as chairman-elect.

Section 3.8 — *Compensation.* The trustees shall serve without compensation.

Article IV Meetings of Trustees

Section 4.1 — *Annual Meeting.* The annual meeting of the Foundation trustees will be held each year at such time and at such place within or without the State of Illinois as shall be designated by the trustees. If necessary or desirable, the trustees and the directors of the corporate member may hold a joint meeting at any mutually agreeable time and place.

Section 4.2 — *Other Meetings.* There shall be such other meetings of the trustees as may be called from time to time by the chairman of the trustees or by the majority of the trustees by written notice to the other trustees.

Section 4.3 — *Notice of Meetings.* Unless waived in writing, written or printed notice of the time (date and hour) and place of all regular trustees' meetings shall be mailed to each trustee at the trustee's residence or usual place of busi-

ness at least thirty (30) days before the meeting date or given to the trustee by personal delivery, telegraph, or telephone at least twenty (20) days before the meeting date. Notice of special meetings shall be mailed at least ten (10) days before the meeting date or given to the trustee by personal delivery, telegraph, or telephone at least six (6) days before the meeting date. Attendance of a trustee at a meeting constitutes waiver of notice except where the trustee attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4.4 — *Quorum and Manner of Acting.* A majority of the trustees then qualified and acting shall constitute a quorum for the transaction of business at any trustees' meeting, and any matter requiring action by the trustees may be decided by a majority vote of the trustees present, unless otherwise provided by statute or in these bylaws. In the absence of a quorum, a majority of the trustees present may, without further notice, adjourn the meeting until such time as a quorum is present. No notice of any adjourned meeting need be given.

Section 4.5 — *Informal Action.* Any action which may be taken at the meeting of the trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote on the matter. The general secretary shall have authority to send out ballots-by-mail when the subject matter comes under existing policies. When the subject matter relates to other than existing policies, the chairman of the trustees shall have authority to determine whether the matter shall be handled in a ballot-by-mail or held over until the next meeting of the trustees.

Section 4.6 — *Telephonic Meetings.* Trustees may participate in and act at any meeting of the trustees through the use of a conference telephone 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.

Section 4.7 — *Presiding Officer.* The chairman of the trustees will preside at all meetings of the trustees. In the absence of the chairman, the chairman-elect, or the vice-chairman, the trustees will select a chairman *pro tem* from among their number.

Article V Officers of the Corporation

Section 5.1 — *Titles.* The officers of the corporation shall be the chairman of the trustees ("the chairman"), the chairman-elect, the vice-chairman, and the general secretary.

Section 5.2 — *Election, Term, and Compensation.* The chairman-elect and the vice-chairman shall be annually elected by the trustees. The chairman-elect shall not be eligible for election as vice-chairman. The term of office of the chairman-elect and vice-chairman shall begin on 1 July following election. The trustee elected as chairman-elect shall serve for a term of one year, following which he or she shall serve for a term of one year as chairman. The trustee elected as vice-chairman shall serve for a term of one year. The general secretary shall be elected by the directors of the corporate member, and shall be the same

individual who is the general secretary of the corporate member. Barring death, resignation, disability, failure of qualification, or removal, each officer shall serve for the term of election or until a successor is selected and qualified. The chairman, chairman-elect, and vice-chairman shall serve without compensation. The compensation of the general secretary shall be fixed by the corporate member.

Section 5.3 — *Resignation.* Any officer may resign by letter addressed to the chairman and such resignation shall take effect when indicated and without formal acceptance.

Section 5.4 — *Removal.* The chairman, the chairman-elect, or the vice-chairman may be removed, with or without cause, by the trustees at any meeting of the trustees. The general secretary may be removed by the directors of the corporate member.

Section 5.5 — *Vacancies.* In the event of a vacancy in the office of chairman, the vice-chairman shall succeed to the office of chairman. Any vacancy in any other office may be filled for the balance of the term by a successor elected or appointed by the persons authorized to elect or appoint such officer.

Section 5.6 — *Chairman.* The chairman shall be the highest officer of the corporation. As such, the chairman shall:

- (a) be the principal person to speak on behalf of the Foundation;
- (b) preside at all meetings of the trustees;
- (c) counsel the general secretary;
- (d) perform such other duties as pertain to the office.

The chairman may delegate any powers of the office to other trustees or officers of the corporation. The chairman shall appoint the members of all standing and temporary committees, and shall be a member of all committees, voting only in the event of a tie. The chairman may act in emergency matters for the trustees when the trustees or their executive committee is not in session or cannot be easily called into session, so long as such action is in harmony with the constitution and bylaws of the corporate member and the articles of incorporation of the Foundation and these bylaws. Any emergency action taken pursuant to this section must be reported to the trustees within 10 days of any such action.

Section 5.7 — *Chairman-elect.* The chairman-elect shall:

- (a) plan and prepare for the following year's term as trustee chairman;
- (b) perform such other duties as assigned by the chairman or trustees.

Section 5.8 — *Vice-Chairman.* The vice-chairman shall act on behalf of the chairman between or during meetings of the trustees when delegated by the chairman to do so or when for any reason the chairman is unable to act, and shall perform such other duties assigned by the chairman or trustees.

Section 5.9 — *General Secretary.* The general secretary shall be the chief operating officer of the corporation, subject to the direction of the trustees and the chairman and responsible for the implementation of the trustees' policies and for general management and administration of the corporation.

Section 5.10 — *Other Duties.* In addition to the foregoing enumerated duties and powers, the several officers of the corporation shall perform such other duties

and exercise such other powers in accord with these bylaws, as the trustees may from time to time delegate or determine, or as may be assigned to them by the chairman or any other superior officer. Any officer acting on behalf of the trustees shall report such action to the trustees at their next scheduled meeting.

Article VI Committees

Section 6.1 — *Number and Term.* The trustees of the corporation shall establish committees, and prescribe the duties and authority of such committees, as they from time to time may determine is in the best interests of the corporation. The number of members on the committees and the term of membership shall be as determined by the trustees, provided that no committee shall have and exercise the authority of the trustees in the management of the corporation unless a majority of the members of the committee are trustees.

Section 6.2 — *Membership.* The chairman shall appoint the members of the committees and any subcommittees thereof, and shall also designate the chairman of each committee and subcommittee. Each committee shall consist of at least two trustees.

Section 6.3 — *Meetings.* Committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the chairman of the trustees. A majority of the membership of the committee 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.

Section 6.4 — *Standing Committees.* Unless otherwise provided by majority vote of the trustees present at the annual meeting or other meeting, the corporation shall have an executive committee, a finance committee, a programs committee, a development committee, and a stewardship committee. Each committee shall have such membership and duties as may be set forth by the trustees from time to time.

Section 6.5 — *Temporary Committees.* The chairman of the trustees may, from time to time, establish temporary ad hoc committees and appoint the members and chairmen thereof. These committees may contain trustees, who shall always have voting rights, and/or non-trustees, who may be voting members or not at the discretion of the chairman of the trustees.

Article VII Joint Committee of Trustees and Directors of the Corporate Member

Section 7.1 — *Membership and Term.* As a means of maintaining mutual understanding and cooperation between the trustees and the directors of the corporate member, a joint committee of trustees and directors of the corporate member shall be established and maintained. The committee shall consist of between three (3) and five (5) directors of the corporate member and an equal number of trustees. The directors shall be appointed by the president of the corporate member, and the trustees shall be appointed by the chairman of the trustees. Members of the committee shall serve for one year terms and may be reappointed.

Section 7.2 — Powers. The committee may consider matters of mutual interest to the trustees and directors, and is authorized to make recommendations to be approved by the trustees and the directors of the corporate member.

Section 7.3 — Meetings. The committee shall meet at the joint call of the president of the corporate member and the chairman of the trustees.

Section 7.4 — Vacancies. The chairman of the trustees and the president of the corporate member, respectively, shall have the power to fill vacancies caused by the death, resignation, disability, removal, or failure of qualification of members they appoint.

Section 7.5 — Notice. Unless waived in writing, written or printed notice of the time (date and hour) and place of all committee meetings shall be mailed to each committee member at the member's residence or usual place of business at least thirty (30) days before the meeting date or given to the member by personal delivery, telegraph, or telephone at least twenty (20) days before the meeting date. Attendance of a committee member at a meeting constitutes waiver of notice except where such member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7.6 — Quorum and Manner of Acting. A majority of both the Foundation trustees and the directors of the corporate member appointed to the joint committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the members present at any meeting at which a quorum is attained shall be the act of the joint committee. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Article VIII Financial Reports

Section 8.1 — Books and Financial Records. The trustees shall provide for the keeping of accurate books and records of the receipts, expenditures, investments, properties, and all other assets of the Foundation to the end that all property received by the corporation shall be devoted exclusively to the purposes set forth in the articles of incorporation.

Section 8.2 — Reports. The trustees shall periodically notify the directors of the corporate member of the status of Foundation appropriations and also of the amount of money that may be available to further the purposes of the Foundation.

Section 8.3 — Audit. The corporation, as an administration expense, shall annually engage the auditors employed to audit the accounts of the corporate member to audit the accounts of the Foundation. The general secretary shall distribute the auditors' report to the trustees and to the directors of the corporate member and shall cause such report, in such form as the general secretary may deem appropriate, to be published and distributed.

Section 8.4 — Surety Bonds. The trustees shall determine the necessity and amount of surety bonds for any persons working on Foundation activities and provide in the administration budget of the Foundation for the cost of such bonds.

Section 8.5 — *Fiscal Year.* The fiscal year of the corporation shall be the same as the fiscal year of the corporate member.

Section 8.6 — *Budget.* Each year the trustees shall adopt a budget for the succeeding fiscal year, which they may revise in the succeeding fiscal year if necessary.

Section 8.7 — *Reimbursement for Services by Corporate Member.* The Foundation shall reimburse the corporate member for the cost of all administrative and other services requested by the trustees. The general secretary shall present a forecast of the expense of such services at the time the trustees adopt the annual budget for the Foundation. Pursuant to this forecast, the trustees shall from time to time during the fiscal year advance payments towards these expenses. After the financial audit and review of both the Foundation and the corporate member at the end of the fiscal year, any documented difference, whether excess or deficiency, between the forecast and actual expenses incurred in performing such services shall be adjusted accordingly.

Article IX Miscellaneous

Section 9.1 — *Indemnification.* The Foundation shall indemnify all of its present and former trustees and officers to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, or any successor legislation adopted by the State of Illinois of the United States of America, the relevant indemnification provisions of which act are hereby incorporated herein by reference. In addition, the Foundation may, upon approval of the trustees, indemnify any committee member or agent of the Foundation to the full extent permitted under the said General Not for Profit Corporation Act. The Foundation shall also cause to be purchased insurance for such indemnification of its officers and trustees to the full extent determined from time to time by the trustees of the Foundation.

Section 9.2 — *Seal.* The seal of the corporation shall be in such form as may from time to time be adopted by the trustees.

Section 9.3 — *Grant Policy.* The following persons are ineligible for any award or grant from the Foundation:

- (a) a Rotarian, with the specific exemption of all volunteer services as identified by the trustees;
- (b) an employee of a club, district or other Rotary entity, or of Rotary International; and
- (c) a spouse, a lineal descendant (child or grandchild by blood and any legally adopted child), a spouse of a lineal descendant, or an ancestor (parent or grandparent by blood) of any person in categories (a) or (b).

Section 9.4 — *Bylaws Amendments.* These bylaws may be reviewed from time to time for necessary and timely revision by the trustees. Upon the approval of such revision by the trustees, the revision shall be transmitted to the directors of the corporate member for their subsequent approval. Revisions to the bylaws shall be effective upon their approval by the directors of the corporate member, provided, however, that any bylaws that are inconsistent with the provisions of the constitution or bylaws of the corporate member shall not be effective until approved by the council on legislation of the corporate member.

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