



2013 MANUAL OF PROCEDURE

*A Rotary® Policy
Reference Guide*

INCLUDING:

Rotary International Constitutional Documents

- Constitution of Rotary International
- Bylaws of Rotary International
- Standard Rotary Club Constitution

Other Legal Documents

- Recommended Rotary Club Bylaws
- Bylaws of The Rotary Foundation of Rotary International
- Articles of Incorporation of The Rotary Foundation (partial)

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1560 Sherman Avenue
Evanston, IL 60201-3698 USA

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MANUAL OF PROCEDURE

A Rotary® Policy Reference Guide

The purpose of the *Manual of Procedure* is to help Rotary leaders understand the Rotary policies and procedures that are most relevant to their roles. The yellow pages contain actual policies and governance documents including:

- RI Constitution
- RI Bylaws
- Standard Rotary Club Constitution
- Recommended Rotary Club Bylaws
- Bylaws of The Rotary Foundation of Rotary International
- Portions of the Articles of Incorporation of The Rotary Foundation

The white pages of the manual provide descriptions of these policies and processes.

The manual is published every three years after the triennial Council on Legislation. A copy is provided to each Rotary club and RI officer. If any questions arise about the meaning or interpretation of the manual, including the RI constitution and other legal documents, the English-language version of these materials is the official text. 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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KEY TO TEXT REFERENCES

The white pages of the *Manual of Procedure* provide an unofficial summary of RI policy, including the RI constitutional documents and the Rotary Code of Policies. RI policy is subject to change, and the white pages of the *Manual of Procedure* might no longer reflect RI policy. For current RI policy, consult the RI constitutional documents, the Rotary Code of Policies, or the Secretariat for its current policies and procedures.

References throughout the white pages of the *Manual of Procedure* include:

- RCP* [Rotary Code of Policies](#), a compendium of current Board policies, available in English only at www.rotary.org
- TRFC* [The Rotary Foundation Code of Policies](#), a compendium of current Trustee policies, available in English only at www.rotary.org
- RIC [Rotary International Constitution](#), available in the yellow pages of this manual
- RIB [Rotary International Bylaws](#), available in the yellow pages of this manual
- SRCC [Standard Rotary Club Constitution](#), available in the yellow pages of this manual
- TRFB* [The Rotary Foundation Bylaws](#), available in the yellow pages of this manual
- 00-00 Resolutions from the RI Convention or Council on Legislation. The first number indicates the year of the Council or RI Convention when the resolution was adopted. The second is the number of the adopted resolution. For example, 80-102 refers to resolution 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 Foundation Trustees meet several times each year, and Board and Trustee policies change as a result. Therefore, RCP, TRFC, and TRFB citation numbers may change, or policy may become outdated after the publication of this manual. For the most up-to-date information, visit the policy document section of rotary.org to find the current versions of the Rotary Code of Policies and The Rotary Foundation Code of Policies.

PART ONE

Structure

Rotary International is a worldwide network of Rotary clubs organized into districts and zones. Part one of this manual describes the structure of the organization in detail.

1 THE ROTARY CLUB

MEMBERSHIP IN ROTARY INTERNATIONAL

While Rotarians are members of their Rotary clubs, Rotary International's membership consists of Rotary clubs. Rotary clubs are required to adopt the Standard Rotary Club Constitution. (RIB 2.040.) The Standard Rotary Club Constitution and the Recommended Rotary Club Bylaws are available in the yellow pages of this manual and at www.rotary.org/myrotary. However, some clubs that were chartered before 6 June 1922 and clubs participating in RI pilot projects are entitled to operate under the Standard Rotary Club Constitution with variations. (RIC 5, 4; RIB 2.040.2.)

EFFECTIVE ROTARY CLUBS

Effective Rotary clubs

- 1) Sustain or increase their membership base
- 2) Implement successful service projects in their own communities and communities in other countries
- 3) Support The Rotary Foundation, both financially and through program participation
- 4) Develop leaders capable of serving in Rotary beyond the club level

BEST PRACTICES FOR VIBRANT CLUBS

Each club should create its own club leadership plan to become vibrant. Past, current, and incoming club officers should work together to customize a leadership plan that incorporates current club strengths and best practices, such as these:

- Creating a long-range plan for making the club more vibrant
- Setting annual goals in Rotary Club Central that support the club's long-range plan
- Holding club assemblies to involve and inform members
- Ensuring the club president, board, committee chairs, club members, district governor, assistant governors, and district committees are communicating effectively with each other and the Secretariat
- Reporting club officers for the upcoming Rotary year to data@rotary.org no later than the end of May
- Providing for long-term club stability through succession planning and the development of future leaders
- Amending bylaws to reflect current club practices
- Fostering friendships by holding social events for members
- Making sure that every member is active in a club project or role
- Offering regular, consistent training for members
- Establishing committees that support the club's needs

Club leaders should review practices annually to ensure that they continue to meet the club's goals and reflect its identity. See [*Be a Vibrant Club: Your Club Leadership Plan*](#) (245) for more information.

Rotary E-Clubs

Rotary e-clubs meet primarily online, rather than in person. (RIB 1) These clubs function like regular Rotary clubs, with service projects, fundraising events, and fellowship opportunities. They have all the rights, privileges, and requirements that traditional Rotary clubs have. References to Rotary clubs throughout this manual include Rotary e-clubs unless noted otherwise.

Rotary Satellite Clubs

A Rotary satellite club functions like a club within a club. The members of a satellite club are also members of a sponsor club. They have separate meetings but must operate according to the rules of a traditional Rotary club. References to Rotary clubs throughout this manual include Rotary satellite clubs unless noted otherwise.

CLUB BOARD OF DIRECTORS AND OFFICERS

The board of directors is the decision-making council made up of the officers of the club. It meets at least once per month. Each club chooses a president, a president-elect, and a secretary, all of whom serve on the board. The immediate past president is a member of the board as well. One or more vice presidents may also be club officers and if elected, will serve on the board. A club's officers may also include a treasurer, a sergeant-at-arms, and others. These officers may or may not serve on the board, depending on the club's bylaws. (SRCC 10, 4) The duties of a club's board of directors and officers are detailed in its bylaws.

Qualifications

The qualifications of a club's board of directors and officers are explained in the Standard Rotary Club Constitution. Each officer and director must be a regular member of the club. Board members should be Rotarians in current or immediate past leadership positions who are passionate and committed to making their clubs vibrant.

The president must also, while serving as president-elect, attend the presidents-elect training seminar and the district training assembly. (SRCC 10, 5) In addition, the club president should

- 1) Have the skills needed to lead the club and rally the support of its members
- 2) Be able to give the time and effort necessary to carry out the work of the club and lead its members
- 3) Have been a member of the club for at least one year prior to nomination (unless an exception is made by the governor) and have served as a board member, a member of a major committee, or club secretary
- 4) Have attended at least one district conference or international convention
- 5) Understand the club's constitution and bylaws (RCP 10.020.)

Selection of Club Board of Directors and Officers

The selection process for a club's board of directors and officers is explained in each club's bylaws. Clubs should change officers every year to offer leadership development opportunities to more members and to implement different ideas. This best practice should be applied to membership on the board of directors and chairmanship of committees, as well as the offices of president and secretary.

In some cases, a club's best option may be to elect a member for a second term in an office; however, when it can be avoided, club officers should not be encouraged or expected to hold office for two successive years. (RCP 10.010.)

Officer Inductions

Each Rotary club should hold an officer installation meeting at the beginning of each Rotary year to give club officers and members an opportunity to renew and reaffirm their commitment to their clubs and to Rotary. (RCP 10.010.3.)

Club Officer Duties

Each club officer has specific responsibilities. For details, refer to the following manuals in the *Club Officers' Kit* (225).

[*Club President's Manual*](#) (222)

[*Club Secretary's Manual*](#) (229)

[*Club Treasurer's Manual*](#) (220)

[*Club Administration Committee Manual*](#) (226A)

[*Club Membership Committee Manual*](#) (226B)

[*Club Public Relations Committee Manual*](#) (226C)

[*Club Service Projects Committee Manual*](#) (226D)

[*Club Rotary Foundation Committee Manual*](#) (226E)

CLUB COMMITTEES

Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. The president-elect, president, and immediate past president work together to support continuity of leadership and succession planning. Whenever it's feasible, committee members should remain on a committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings before the start of the year in office. It is recommended that any committee chair have experience as a member of the committee. The RI Board recommends each club have the following committees:

- *Club Administration.* Supports effective operation of the club.
- *Membership.* Develops and implements a comprehensive plan for attracting and engaging members.
- *Public Relations.* Develops and implements plans for providing the public with information about Rotary and promoting the club's service projects and activities.
- *Service Projects.* Develops and implements educational, humanitarian, and vocational projects that address the needs of the community and communities in other countries.
- *Rotary Foundation.* Develops and implements plans for supporting The Rotary Foundation through both financial contributions and grant participation.

Clubs can establish additional committees if needed.

Training Requirements

Club committee chairs should attend the district training assembly before serving as chair.

Relation to the District Leadership Team

Club committees should work with assistant governors and relevant district committees.

Reporting Requirements

Club committees should regularly report their activities to the club board and at club assemblies. (RCP 17.030.6.)

CLUB MEETINGS

Meeting Places

Clubs determine where to hold their meetings. Each club is expected to meet in a place where any member of another Rotary club can attend. (RCP 7.010.) Rotarians can find a club's meeting day, time, and location in the *Official Directory* or through [Club Finder](http://www.rotary.org) at www.rotary.org. Clubs should provide people with disabilities access to meetings and the opportunity to participate in club service activities. Rotary e-clubs meet primarily online, rather than in person.

Guests

Club members are encouraged to invite guests to weekly meetings so that non-Rotarian community members can learn more about the club and its purpose. (RCP 7.080.1.)

Clubs are also encouraged to

- 1) Welcome visiting Rotarians and their spouses. Clubs can use their discretion in admitting guests of visiting Rotarians. (98-278, RCP 7.080.3.)
- 2) Invite students to share with them Rotary's accomplishments and values. (RCP 7.080.2.)
- 3) Welcome Rotary Foundation alumni, particularly those who have recently moved to the locality of the club. Alumni are expected to pay the same costs of attendance as is paid by visiting Rotarians. (RCP 7.080.4.)

Every member has the privilege of attending the regular meeting of any other club, except for a club that previously terminated the membership of that person for good cause. (RIB 4.100.)

Club Programs and Meeting Agendas

Clubs develop their programs and meeting agendas according to the needs of their communities. Clubs hold regular meetings devoted to discussing service projects and activities and club business. (RCP 7.030.)

Clubs periodically hold separate training meetings exclusively for conveying Rotary information and for providing leadership training. (RCP 7.030.1.)

A club may discuss questions of public interest provided that, when such questions are controversial, all sides are adequately presented. (RCP 7.030.2.)

At least two meetings per year include presentations on the purpose, programs, and fund development activities of The Rotary Foundation. One of these programs is best held during Rotary Foundation Month, November. (RCP 7.030.4.)

Attendance

Regular attendance of club meetings and engagement in club service projects, events, or activities demonstrate a member's commitment to the club and to the organization. Attendance requirements are set forth in the Standard Rotary Club Constitution. (SRCC 9; SRCC 12, 4) Club leaders encourage club members to attend meetings and participate in club service projects, other events, and activities. (RCP 7.060.)

Absences from regular club meetings may be made up in various ways listed in the Standard Rotary Club Constitution. (SRCC 9)

Members who attend an RI meeting, such as a district conference, can credit the days attended to make up for club meetings missed as a result of attending the RI meeting.

Clubs should inform members of their policies for granting temporary leaves of absence, which are stated in the club's bylaws. (RCP 7.070.)

Invocations and Prayers

Rotary clubs throughout the world include members who have many different religious beliefs and values and yet are united by their service to humanity. Each Rotary club uses its own judgment in conducting its meetings in a manner that reflects Rotary's principle of tolerance and emphasizes shared Rotarian service ideals and projects. (RCP 7.020.)

Politics

RI and its member clubs refrain from issuing partisan political statements. Rotarians are prohibited from adopting statements with a view to exerting any pressure on governments or political authorities. However, it is the duty of Rotarians

- 1) In their clubs, to keep under review political developments in their own communities and throughout the world insofar as they affect service to their vocations and communities as well as the pursuit of the Rotary objective of world understanding and peace. They are expected to seek reliable information through balanced programs and discussions so that members can reach their own conclusions after a fair, collective examination of the issues.
- 2) Outside their clubs, to be active as individuals in as many legally constituted groups and organizations as possible to promote, not only in words but through exemplary dedication, awareness of the dignity of all people and the respect of the consequent human rights of the individual. (89-134, RCP 2.100.)

Alcoholic Drinks

Each club shall determine whether alcoholic drinks may be served at its meetings. While Rotary has no official policy on this question, experience and opinion expressed by Rotarians have indicated that, in countries where alcohol use is not customary, it is in the best interest of the organization not to serve alcoholic drinks at Rotary meetings.

Smoking

Because of smoking's harmful effects on personal health, members and their guests are discouraged from smoking during meetings and other Rotary events. (RIB 2.050.)

Paying Expenses of Rotarian Speakers and Visitors

If a club invites current or past RI officers or other Rotarians for a visit or event, it is expected to pay the guests' expenses. RI does not provide clubs with paid speakers on Rotary subjects or secure speakers for clubs. (RCP 7.040.) A speaker is not a requirement of a club meeting. Clubs should host speakers only if the presentation is relevant to the club's current or future projects or activities or is otherwise beneficial to the club and its members.

Club Assemblies

Led by the club president, club assemblies are held for all club members, including the club's officers, directors, and committee chairs, to share club projects, activities, or other initiatives. Club assemblies often coincide with governor or assistant governor visits, and they should also be held immediately after the district training assembly and the district conference to inform members of district projects and initiatives. (RCP 7.050.) For more information on club assemblies, see the [Club President's Manual](#) (222).

CLUB MEMBERS

Membership in a Rotary club is the personal membership of the individual and not of the corporation that employs the individual. (RCP 4.030.)

Every club strives to have a well-balanced membership in which no one business, profession, or type of community service predominates. (RIC 5, 2(b)) This principle also applies to gender and age groups represented within the club. A club should review its area's demographics and aim for membership that is representative of the community. Clubs facilitate discussion of ideas and action by leaders. Members are people who are committed to improving their communities, have leadership characteristics, and apply their expertise to social problems in their local communities.

Clubs also focus on attracting young professionals, including RI and Rotary Foundation program alumni, such as former Rotaractors, Rotary Peace Fellows, Interactors, and others from the family of Rotary who are qualified for membership. Clubs may waive club dues and admission fees for members under the age of 35. In addition, clubs may pay district dues for new members in this age group or, by action at an assembly or conference, districts may reduce the per capita district dues for new members in this age group. (RCP 5.040.2.) Rotary clubs should also maintain contact with RI and Rotary Foundation program alumni in their communities and include those who are not yet qualified for membership or have declined invitations for membership. (RCP 5.020.)

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 RI Bylaws. (RIB 4.070.)

Classification

The classification principle helps clubs achieve a more diverse representation of their communities. Each active member of a Rotary club is classified by his or her current or former business, profession, or type of community service. (SRCC 8, 1(a)) For example, the employed electrical engineer, insurance adjuster, or business manager of a railroad company, mining company, or manufacturing company may be considered for membership based on his or her current or past position or as a representative of the company or institution.

Each club should strive for diverse membership and look to the current business, professional, and community service environment for new classifications. The classification provisions are explained in article 8 of the Standard Rotary Club Constitution. (RCP 4.050.)

The classification of a former member of a club or a Rotary Foundation alumnus does not preclude election to active membership. However, if a member changes classification, the club may continue the member's membership under the new classification. (RIC 5, 2; SRCC 8, 2)

Classification Survey

A list of classifications helps a club determine areas for growth. Clubs should use classification surveys that reflect current professions in their areas. (RCP 4.050.) Various membership assessment resources are available at www.rotary.org.

Location of Business or Residence

Each active member of the club must be or have been personally and actively engaged in the business, profession, or community service in which he or she is

classified in the club. Except as otherwise provided, this person must have a place of business or residence in the club's locality or the surrounding area. (RIC 5, 2; SRCC 7, 3)

An active member who moves away from the club may retain membership in the club or be granted a leave of absence of as much as one year by the club's board if he or she continues to meet all conditions of club membership. (RIC 5, 2(a); SRCC 12, 2(a))

Membership in Other Organizations

Rotarians cannot belong to similar community or service clubs that would substantially reduce the member's opportunity to comply with the obligations of membership. A person being considered for membership in a Rotary club is expected to disclose membership in other service organizations. Rotarians who wish to join a similar community or service organization should seek prior approval from the Rotary club board of directors. (RCP 4.020.)

The club's board may terminate the membership of any member for any good cause. (SRCC 12, 5(a)) This could include not fulfilling the obligations of Rotary club membership because of continued membership in another service club. (RCP 4.020.1.)

Active and Honorary Membership in Same Club

Members cannot simultaneously hold active and honorary memberships in the same club. (RIB 4.040.; SRCC 7, 6) However, a person may be an active member of one club and an honorary member of another club. A satellite club member is also a member of the sponsor club.

Honorary Membership

The procedure for electing honorary members is detailed in article 7, section 6, of the Standard Rotary Club Constitution. Honorary membership is the highest distinction that a club can bestow and should be conferred only in exceptional cases. Clubs should grant honorary membership only as a distinction for meritorious service that embodies Rotary ideals or for permanent support of Rotary's cause. (RCP 5.010.)

Honorary members are exempt from paying admission fees and dues, may not vote, and may not hold any office in the club. Such members do not hold classifications but are entitled to attend all meetings, wear the RI emblem, badge, or other RI insignia, and enjoy all the other privileges of the club. 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. Individuals may hold honorary membership in more than one club. (RIB 4.050.2.; SRCC 7, 6)

Induction of New Members

Clubs hold induction ceremonies to welcome new members. (RCP 5.050.3.) Each club develops its own procedures for a meaningful induction ceremony. Consult the [*Club President's Manual*](#) (222) for more information on induction ceremonies.

Clubs are also encouraged to develop a strong membership information program that educates the prospective Rotarian on the benefits and responsibilities of being a Rotarian before induction. Information on the three membership stages — information, invitation, and induction — is available at www.rotary.org/myrotary.

Membership Cards

Rotary clubs issue membership cards, available from official licensees, to their active members. Every Rotarian visiting a club in which he or she is not personally

known should present a Rotary membership card as a means of introduction. (RCP 5.030.)

Dues

Every member of a club must pay an admission fee and annual dues as prescribed in the bylaws of his or her club. (SRCC 11) In addition, each club pays district dues (see chapter 2) and RI per capita dues (see chapter 4).

Magazine Subscriptions

All members must be paid subscribers to the official magazine, *The Rotarian* (in the United States and Canada), or a Rotary World Magazine Press publication, unless they are not able to read any of the languages of the official magazine or the licensed magazine prescribed for the club. (RIB 20.030.2.) Each member may choose to receive either the printed copy by mail or an electronic copy online (official magazines only). Two Rotarians residing at the same address may subscribe jointly to the official magazine. (RIB 20.020.2.)

Youth Protection

Rotary's policy on youth protection and travel by minors, which includes provisions for the termination of membership in a club, can be found in chapter 7 of the *Manual of Procedure*, section 3.030.4. of the RI Bylaws, and section 2.110. of the Rotary Code of Policies.

MEMBERSHIP DEVELOPMENT

Clubs should strive to increase their membership both by engaging current members and by attracting new ones. For more information about membership development, see [Membership Development Resource Guide](#) (417).

PILOT PROJECT CLUBS

The RI Board conducts pilot projects in which up to 1,000 Rotary clubs make changes to the Standard Rotary Club Constitution in order to assess the impact the changes have on the effectiveness of current organizational, operational, and membership procedures. (RIC 5, 4) In order to evaluate pilot projects most effectively, the RI Board prohibits additional clubs from joining these pilots after they have begun. As of the start of 2013-14, the RI Board is conducting several pilot projects:

- 1) The Associate Membership pilot allows a person to become associated and acquainted with a Rotary club, its members, its programs and projects, and the expectations of club membership with the intent of becoming an active member within a designated period of time.
- 2) The Corporate Membership pilot allows a corporation or company to become a member of a local Rotary club and to appoint up to four designees to attend club meetings, work on projects, vote on club matters, serve as club officers and on club committees, and participate in other club activities.
- 3) The Innovation and Flexibility pilot lets clubs design their own operations to better suit the needs of their members and communities and lets them make changes to the Standard Rotary Club Constitution and to their Rotary Club Bylaws in any area other than RI membership dues payments.
- 4) The Satellite pilot allows Rotary clubs to conduct multiple club meetings during a week, each taking place at a different location, on a different day, or at a different time.

NEW CLUBS

Organizing a new club is an opportunity to expand membership. The district governor is the only Rotary officer authorized to create a new club in the district. For more information, see [Organizing New Clubs](#) (808).

Minimum Number of Charter Members

A new club must have a minimum of 20 charter members. At least 50 percent of the charter members must be from the local community in which the new club is established. (RCP 18.040.5.)

Extension to Isolated Communities

Rotarians interested in extending Rotary to non-Rotary countries or geographical areas should contact RI for more information. Rotarians interested in starting a new Rotary club must contact the governor of the district in which it would be located. Extension to isolated places is undertaken only when a request is received from the community and a district in the geographic vicinity that can assist in the new club's formation has been identified. (RCP 18.030.)

Merger of Existing Rotary Clubs

Two or more clubs within the same district may apply to the RI Board for permission to merge, provided that each club has fulfilled its financial and other obligations. The merged clubs may retain the name, charter date, emblem, and other insignia of the former clubs as part of their historical record. (RIB 2.060.)

CLUB REQUIREMENTS

Name and Locality

Each club is organized and exists in a locality and must designate the locality in its constitution. The typical description for a club locality is “the city or town of [city/town name] and the surrounding area.” The locality can be any area with a sufficient number of business and professional people actively engaged in service to society whose places of business or residence are close enough to one another to enable them to function as a club. Subsequent changes to the locality designation are subject to the approval of the RI Board. (SRCC 3, SRCC 19, RCP 3.020.)

The name of a Rotary club identifies the club by its locality. The name (in whole or in part) should be easily identifiable on a map of the area, so that someone unfamiliar with the area can determine the general location of the club. The locality of an e-club shall be worldwide or otherwise as determined by the club board. Each provisional club must adopt a name that identifies it by its locality and insert the name into its constitution, subject to the approval of RI. When approved, the name may not be changed except by the mutual consent of RI and the club. The official format for referring to a club is “Rotary Club of Community, State/Province/Prefecture, Country” or “Rotary E-Club of Community, State/Province/Prefecture, Country.” (RIC 5, 2(d); SRCC 19; RCP 3.010.)

Minimum Standards for Clubs

The RI Board is responsible for ensuring that all clubs are functioning and defines a functioning club as one that

- 1) Pays its per capita dues to RI
- 2) Meets regularly
- 3) Ensures its members subscribe to a certified Rotary World Magazine Press publication (*The Rotarian* or a Rotary regional magazine)

- 4) Implements service projects that address the needs in the local community and/or in communities in other countries
- 5) Receives the visit of the governor, assistant governor, or an officer of RI
- 6) Maintains appropriate liability insurance as provided in Rotary Code of Policies section 72.050.
- 7) Acts in a manner consistent with the RI Constitution, RI Bylaws, and Rotary Code of Policies
- 8) Pays its RI membership and district dues without outside assistance
- 9) Provides accurate membership lists to data@rotary.org on time
- 10) Resolves club disputes in an amicable manner
- 11) Maintains cooperative relations with the district
- 12) Cooperates with RI by not initiating or maintaining litigation against Rotary International, The Rotary Foundation, the associate foundations, and the international offices of the Secretariat (RCP 2.010.1.)

With the recommendation of the governor and on behalf of the RI Board, the general secretary is authorized to terminate a club for “failure to function” when, in the general secretary’s opinion, the club has failed to meet the criteria of a functioning club. (RCP 31.030.6.)

Club Compliance With National Laws

Every Rotary club is expected to comply with the laws of the country in which it functions. Clubs may take action to meet specific legal requirements, as long as:

- 1) The action taken relating to the organization, practical administration, and functioning of the clubs within the country does not violate RI constitutional documents.
- 2) The club continues to follow the RI constitutional documents, as amended from time to time.
- 3) The club continues in all respects to be and function as a member Rotary club of RI.

Whenever local laws impose a requirement that may be inconsistent with the RI constitutional documents, the clubs affected should present the problem to the RI Board for review. (RCP 2.070.)

Arbitration and Mediation

Articles 12 and 16 of the Standard Rotary Club Constitution provide procedures for the mediation or arbitration of disputes within a club. Article 24 of the RI Bylaws provides procedures for the settlement of disputes between any current or former members of a Rotary club and a Rotary district, RI, or an RI officer.

Rotary Clubs and Other Organizations

A club cannot become a member of or assume obligations of membership in any other organization. (RCP 11.040.1.) A club does not have the authority either to bind its members to any other organization or to establish a formal association of clubs outside the framework of RI. (RCP 2.020.)

Clubs may cooperate with one another in sponsoring service projects. (RCP 2.020.) A club’s officers and committees can meet with officers and committees of other organizations but cannot bind the club without the club’s consent. (RCP 11.040.4.; see also “District and Rotary Club Cooperation With Other Organizations” in chapter 2 and “Use of the Rotary Marks by Rotary Clubs, Rotary Districts, and Other Rotary Entities: Use With the Marks of Others” in chapter 14)

Clubs are encouraged to partner with other clubs in a city or metropolitan area to develop and maintain long-term service activities or with other service organizations, provided that all participating clubs receive identifiable recognition in joint service efforts. (RCP 27.060.4.)

Auxiliary Groups

Many clubs have committees or other associations composed of members' relatives who are cooperating with and supporting the club in service and other club activities. Clubs are encouraged to sponsor groups of spouses or families of Rotarians within the following guidelines:

- 1) The auxiliary group, committee, or organization should be associated with and maintain regular communication with the local Rotary club of which their spouses or family members are members.
- 2) The group's objectives should include the support of Rotary club service activities, the encouragement of friendship among the members, and the promotion of the general ideals of Rotary.
- 3) The group's activities, projects, and programs should be principally in support of or complementary to the objectives of the local Rotary club.

It is intended that auxiliary groups be only informally associated with the local club. (RCP 6.020.1.) These groups should review the restrictions on the use of the Rotary Marks (see chapter 14).

Family

All Rotary clubs and Rotarians should consider the spouses and families of Rotary club members when planning activities. These individuals contribute to the service objectives of a Rotary club. (89-139)

Rotarians Who Move to a New Community

When a member moves to a new community, the member's club should provide information about him or her to a club in the new locality. (RCP 4.060.)

When a former Rotarian has been proposed for membership in a new club in accordance with the RI Bylaws, the club should contact his or her former club to request information about the prospective member's Rotary activities and interests. This process helps the new club benefit from the member's particular interests. The club wishing to admit the former member should require proof of payment of any debts to the previous club. If such a statement is not provided within 30 days, it can be assumed that the former member does not owe money to this club. The transferring or former member should bring a letter of recommendation from the previous club. A member who is moving to a new locality may also complete and submit the [Rotarian Relocation Form](#) posted at www.rotary.org. The member's new contact information will be forwarded to the appropriate district governor. RI does not provide any automatic transfers; membership continues to be at the discretion of the local Rotary club. (RIB 4.030.; SRCC 7, 4; RCP 4.060.1.)

A member may propose a transferring or former member for active membership. A club may also propose a former member for active membership. The classification of a transferring or former member of a club shall not preclude election to active membership, even if the result of the election is that club membership temporarily exceeds the classification limits. (RIB 4.030.; SRCC 7, 4)

Prohibition of Mandatory Contributions to The Rotary Foundation

Contributions to The Rotary Foundation shall not be a condition of membership to a Rotary club. Clubs are prohibited from enacting a bylaw that makes contributions

to the Foundation a condition of membership. References to contributions on membership identification cards are not allowed. (RCP 5.050.7.)

CLUB FINANCES

Handling Club Funds

At the beginning of each fiscal year, the club's board of directors creates and approves a budget of estimated income and expenditures for the year. More detailed information can be found in the *Club Treasurer's Manual* (220).

All bills shall be paid by the treasurer or another authorized officer only after approval by two other officers or directors. A qualified accountant or other qualified person must review all of the club's financial transactions each year. (RCP 9.010.)

Club meetings are not required to include a meal or a speaker, thereby reducing costs to the individual Rotarian. (RCP 9.010.2.) Clubs should review their practices of fining or establishing informal club assessments in order to minimize club member expenses. (RCP 9.010.1.)

Newly Admitted Clubs

Only clubs that have been admitted to membership in RI on or before the immediately preceding 15 May will be asked to certify their membership on 1 July and pay per capita dues on that date. Likewise, only those clubs that have been admitted on or before the immediately preceding 15 November will be asked to certify their membership on 1 January and pay per capita dues as of that date.

Prorated Dues

For each member elected into membership of a club, the club must pay RI per capita dues in prorated amounts until the beginning of the next semiannual period. The amount payable for each full month of membership is one-twelfth of the per capita dues. The prorated dues are due and payable on 1 July and 1 January. (RIB 17.040.2.)

Clubs do not receive a refund from RI on per capita dues paid for members who are subsequently dropped from membership during a semiannual period. No prorated per capita dues shall be payable by a club for a transferring or former member of another club, as described in RI Bylaws section 4.030. (RIB 17.040.2.) When a club remits semiannual per capita dues and subscriptions before it can complete the collection of dues and later finds that it has paid for members who have died or resigned or were dropped from its rolls without having paid any club dues for the period, the general secretary is authorized to make appropriate adjustments and refunds. (RCP 71.010.2.)

Semiannual Reports

An electronic copy of the semiannual report (SAR) is sent to the email addresses of the club president, secretary, treasurer, and club if they are on record in early July and January. Each club secretary will also be sent a single paper copy of the SAR if the club has *not* opted out of receiving one. Clubs must submit updated membership lists to RI by 1 June and 1 December each year to ensure an accurate dues invoice. Any club that has not received its SAR packet by the third week in July or January should download it from www.rotary.org or request it by email to data@rotary.org. Dues are payable even if the SAR packet has not been received. See the dues page on www.rotary.org for best practices for paying SAR dues.

The following items may also appear on some SAR invoices:

- Subscription to *The Rotarian* (Rotary regional magazine subscriptions are billed separately)
- Variable fee for insurance (U.S. clubs only)

Club presidents and secretaries may pay semiannual dues in the following ways:

- By credit card at www.rotary.org
- By check or draft with the SAR packet
- By wire transfer

Clubs With Past Due Financial Obligations to RI

All clubs are notified of the Board's policy on nonpayment of per capita dues and other financial obligations to RI in each semiannual report. (RCP 9.020.1.) The termination notification is sent to the club president, and governors and directors are notified of terminations in their areas. (RCP 9.020.3, 9.020.6.) See the Rotary Code of Policies for detailed information.

Reinstatement of Clubs Terminated Due to Nonpayment of Financial Obligations

A terminated club may seek to be reinstated after its termination. When a club seeks reinstatement, it must pay the full amount of its outstanding financial obligations and a reinstatement fee. (RCP 9.020.7)

Full details on reinstatement can be found in the Rotary Code of Policies.

Status of Clubs With Services Suspended

The RI Board may suspend the membership of any club that fails to pay its dues or other financial obligations to RI or its approved contributions to the district fund. (RIB 3.030.) If the reason for suspension has not been remedied within six months, the RI Board will terminate the club. As long as the club remains suspended, it has none of the rights provided to clubs under the RI Bylaws but does retain the rights granted to clubs under the RI Constitution. (RIB 3.040.)

RI services to a Rotary club may be suspended once the district governor certifies that the club is more than six months behind on district per capita dues. (RCP 31.030.14.) The following RI services are suspended until the governor verifies that the club has paid its district per capita levy:

- 1) Inclusion on RI mailing lists
- 2) Receipt of publications and periodicals
- 3) Secretariat services, including the recognition of clubs as sponsors or hosts of active Rotary program awards
- 4) Governor services: monthly communication, inclusion on district mailing lists, and the governor's visit

District governors must continue to provide minimum mailings to suspended clubs so that clubs are allowed to

- 1) Send suggestions to the nominating committee for governor
- 2) Vote in any authorized ballot-by-mail
- 3) Vote at the district conference and district training assembly
- 4) Submit a proposed enactment or resolution to the Council on Legislation
- 5) Agree with any proposed legislation submitted to the Council on Legislation
- 6) Agree with a challenge to the nomination of a candidate for district governor

- 7) Take any other action allowed by RI's constitutional documents (RCP 17.060.1.)

Insurance and Incorporation

Clubs should seek legal advice on the need for protection against liability resulting from club projects and activities. Protection may be through incorporation of the club (or its activities) or the purchase of liability insurance coverage.

General liability and directors and officers/employment practices liability insurance for clubs in the United States and its territories and possessions is mandatory and provided through RI. Each club is assessed an amount sufficient to fund the insurance coverage and related administrative expenses. (RCP 72.050.2.)

Rotary clubs can determine whether or not to become incorporated, in light of local circumstances. (RCP 2.050.) When a Rotary club proposes to engage in an unusual activity that might involve liability on the part of the club, it is better to incorporate the activity than the club itself. (RCP 2.060.)

The RI Board does not object to incorporation, as long as the club includes within the articles of incorporation a phrase reciting the club's allegiance and submission to the existing RI Constitution and Bylaws and any subsequent amendments. (RCP 2.050.)

For example, the RI Board approves certain general provisions for articles of incorporation as follows:

The name of this corporation shall be "Rotary Club of _____, Incorporated."
(state/province, country) (city)

This corporation shall be a nonprofit corporation. Its purpose shall be charitable and benevolent and to maintain the relations of a member club in Rotary International.

Insofar as the provisions of the law of the State/Province of _____, under which this corporation is incorporated, shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

This corporation shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the law of the State/Province of _____, under which this corporation is incorporated. (RCP 2.050.1.)

The new corporation should adopt as its corporate bylaws all relevant provisions of the Standard Rotary Club Constitution and the Recommended Rotary Club Bylaws. The articles of incorporation must contain any additional statements and declarations required by the laws under which the corporation is to be incorporated, but the incorporated club must remain in all respects a member club of RI. (RCP 2.050.2.)

The general secretary is asked to review and accept all applications for incorporation on behalf of the RI Board. If unusual circumstances require further statements of policy, the general secretary refers the application to the Executive Committee of the Board. (RCP 2.050.3.)

PUBLIC RELATIONS

Responsibility of the Individual Rotarian

Each Rotarian is expected to be fully informed about Rotary's mission, programs, and activities and to seek opportunities to promote the aims and accomplishments of Rotary through personal, business, and professional contacts. (RCP 9.040.1.)

Rotarians are urged to highlight their clubs by personally informing others

about what Rotary is and does, in order to improve Rotary growth and service in their communities.

Responsibility of the Rotary Club

For club responsibilities related to public relations, see the [Club Public Relations Committee Manual](#) (226C).

Adverse Public Relations

If negative public opinion is caused by misperceptions of Rotary's purposes or activities, a club should counter these misperceptions with well-directed public information and community relations efforts and, where appropriate, should strengthen its service program. (RCP 9.040.6.)

For more information on handling adverse public relations, see [Media Crisis Handbook](#) (515).

Rotary and News Media Relationships

Clubs and governors are urged to take appropriate action to improve relationships between Rotary and the news media. Taking into account local, social, and cultural conditions and the state of local media relations, clubs and districts should undertake the following activities:

- 1) Invite news media personnel to speak to clubs on the role of the media
- 2) Hold training sessions, discussion groups, or forums on public and media outreach for Rotarians, and invite media professionals to participate as speakers or panelists
- 3) Create club-based professional development opportunities for young journalists and ask participants for their feedback
- 4) Increase efforts to bring news media representatives into club membership

Rotary Regional Magazines

A Rotary regional magazine exists to promote Rotary's public image. A Rotary publication that meets the criteria in the Rotary Code of Policies may apply for certification and, upon RI Board approval, be licensed as a Rotary World Magazine Press magazine. Licensing is required every five years. (RCP 51.020.)

Commercializing Rotary

The [Official Directory](#) (007) of Rotary is published annually for the information of all Rotarians. No Rotarian shall use the *Official Directory*, club or district directory, or any other database or list of names compiled in connection with a Rotary-related project or activity for commercial purposes. (RCP 11.030.6.)

Circularizing Rotary Clubs

The limits of authorized circularization of Rotary clubs are as follows:

- A club desiring to actively request the cooperation of other clubs or members of other clubs must first submit its purpose and plans to the governors of the involved area and secure their approval. This applies only in cases in which a club desires to request the cooperation of more than one Rotary club or members of more than one club. Clubs requesting cooperation through nonactive methods (websites, social media, and so forth) that rely on opt-in communication choices are exempt from this policy. (RCP 11.030.1.)
- A Rotary club engaging in these activities must comply with RI policy for use of the Rotary Marks, including proper identification and qualifying language for the Rotary clubs involved. (RCP 11.030.1., 33.020.)

- No club may solicit financial assistance or participation in commercial ventures from any other Rotary club or from individual Rotarians other than its own members unless it first secures an authorization from the RI Board.
- The general secretary shall ask the governors of any districts involved in unauthorized active solicitations to take action to end such activities. Continued noncompliance with this policy will be reported to the RI Board for possible discipline, including termination of the club. (RCP 11.030.1.)

Rotary clubs and districts desiring to use a commercial telemarketing, web hosting, or email firm to solicit the public on their behalf must first submit their purpose and plans to the governors of the involved area and secure their approval, comply with existing Rotary circularization policy, and include proper identification and qualifying language for all Rotary Entities to be represented. (RCP 11.030.4.)

The *Official Directory* of RI may not be made available by Rotarians, Rotary clubs, or districts for the purpose of circularization. (RCP 11.030.6.) Any club or district directory must include a notice that the directory is not to be distributed to non-Rotarians and may not be used as a commercial mailing list. (RCP 11.030.7.)

Protecting Member Information

Rotary is committed to protecting members' privacy. Fair information practices are essential to maintaining the trust of member clubs, Rotarians, and others.

As part of its efforts to assist clubs and districts and facilitate communication with Rotarians and individuals about Rotary, the Secretariat collects sensitive and personal information. Visit www.rotary.org/myrotary to see Rotary's complete privacy policy.

2 THE DISTRICT

A district is a group of Rotary clubs in a geographical area that are linked for administrative purposes. The activities and organization of a Rotary district exist solely to support Rotary clubs and enhance their efforts. (RCP 17.010.1.)

DISTRICTING

Number of Clubs and Rotarians in a District

Because districts with a large membership base have distinct advantages over districts with a small number of clubs and Rotarians, and because small districts have a detrimental effect on RI's administration and finances, the Board prefers all existing districts to have at least 75 clubs and 2,700 Rotarians. (RCP 17.010.2.)

Changing Districting

The RI Board is authorized to establish new districts, consolidate districts, and change the boundaries of existing districts. No change in the boundaries of any districts with 33 or more clubs and 1,100 or more Rotarians shall be made by the RI Board over the objection of a majority of the clubs in the district or districts that would be affected. The RI Board may eliminate or change the boundaries of any district with fewer than 33 clubs or fewer than 1,100 Rotarians. (RIB 15.010.)

The RI Districting Committee assists in establishing additional districts, realigning clubs within districts, and consolidating existing districts. The districting proposal form, which details the required information and procedures in submitting a proposal, is available from your Club and District Support representative (www.rotary.org/cds). Districts submitting a proposal should note the following:

- 1) The Districting Committee considers proposals throughout the year. Proposals should be submitted at least 90 days before an RI Board meeting, if the proposer wishes the Board to consider the item at that meeting.
- 2) The committee looks favorably on proposals to create additional districts with at least 60 clubs or 2,100 Rotarians that demonstrate a potential growth to at least 75 clubs and 2,700 Rotarians in the next 10 years. (RCP 17.010.4.)

GOVERNOR

The governor is the officer of RI in the district, functioning under the general supervision of the RI Board. The governor leads and supports the clubs in the district by inspiring and motivating them and by ensuring continuity within the district. (RIB 15.090.)

Candidates for Governor

In order to assure the best possible candidates for the office of governor, governors shall invite the clubs in their districts to propose suitable candidates. All clubs are provided with the status, qualifications, and duties of the governor to inform their proposals for nomination as governors.

Status

The governor is an officer of RI nominated by the clubs of a district and elected by the convention of RI. The governor's term of office begins on 1 July and continues for one year or until a successor is elected and qualified. (RIB 6.060.1.)

Qualifications

In addition to the qualifications of governor-nominee, a governor, at the time of taking office, must have completed seven years of membership in one or more clubs and have attended the governors-elect training seminar and International Assembly. (RIB 15.080.)

Duties

The district governor's responsibilities can be found in [*Lead Your District: Governor*](#) (233). This manual is updated annually. In addition to fulfilling their responsibilities, district governors are expected to adhere to the [Rotary Code of Ethics](#).

GOVERNOR-ELECT

Attendance at Governors-elect Training Seminar

Governors-elect training seminar (GETS) attendance is mandatory for governors-elect. (RCP 19.050.4.) The RI Board has adopted a two-day training program for governors-elect at the zone level to be held in conjunction with Rotary institutes. The training programs integrate topics approved by the RI Board and the Trustees. (RCP 19.050.3.) For additional information on this event, see the "Meetings" section of this chapter.

Attendance at International Assembly

Attendance at the International Assembly is mandatory for governors-elect. Every governor must have this training to function effectively as the officer of RI in the district and to provide leadership, guidance, and counsel to clubs.

Each governor shall emphasize to all candidates for governor and to all clubs of the district the requirement that the governor-elect attend the governors-elect training seminar and the International Assembly as necessary preparation for assuming the office of governor. The nomination cannot be accepted unless the candidate can and will attend both for the full duration. The RI president-elect may excuse attendance on behalf of the Board in extenuating and mitigating circumstances with the provision that the governor-elect attend alternate training as provided by the general secretary. (RCP 19.050.1.)

Other Preparation

During the year before taking office, the governor-elect should receive from the governor:

- 1) Specific responsibilities in connection with district committees or district organization
- 2) Invitations to attend as an observer all district meetings where the governor-elect is not otherwise designated as a participant
- 3) Consideration for assignments to participate in the district conference program (RCP 19.050.10.)

The governor should include the governor-elect in district meetings and communications and introduce the governor-elect to past district leaders in preparation for the incoming governor's year in service and to ensure continuity in leadership.

Other Responsibilities

Responsibilities of governors-elect can be found in [Lead Your District: Governor](#) (233). District governors-elect are also responsible for the following meetings:

- Presidents-elect training seminar (PETS)
- District training assembly
- District team training seminar
- District membership seminar

Details about these meetings are provided later in this chapter.

GOVERNOR-NOMINEE

Selection

The selection of a governor-nominee by the clubs in a district should be conducted in a dignified, responsible manner in harmony with the principles of Rotary. (RCP 19.030.1.) The district must select the nominee for governor not more than 36 months, but not less than 24 months, prior to the day of taking office. (RIB 13.010.)

Any Rotarian who engages in campaigning or canvassing for elective office in RI may be subject to disqualification from election to the office sought and possibly to future RI offices for such periods as the RI Board may determine (see chapter 3). (RIB 10.060., 10.070.)

Districts are urged to seek out and nominate the best-qualified person for the office of governor.

Rejection of Nomination by Board

If a nominee for governor does not meet the prescribed qualifications and requirements, the Board shall reject the nomination and the general secretary shall not present it to the convention for election. (RIB 13.060.1.)

Method of Selection

Except in RIB1, a district must select its governor-nominee by a nominating committee procedure, a ballot-by-mail, or a vote at the district conference. (RIB 13.020.1.) For districts using the nominating committee procedure, each club may propose one challenging candidate. Each club may concur with only one challenging candidate. (RIB 13.020.9.)

Ballot Procedure

All votes for governor by a single club (when entitled to more than one vote, based on membership) must be cast unanimously for the same candidate; if not, the votes from that club are considered spoiled. (RIB 13.020.13., 13.040.1.)

In the event of a challenge, biographical data accompanying the ballot-by-mail is limited to the following:

- 1) Name of candidate, name and location of club, number of years a Rotarian, classification, name of firm or former firm, position in firm or former firm, meetings attended in last five years, current position(s) or assignment(s) in Rotary (elective or appointed), former position(s) or assignment(s) (elective or appointed)
- 2) Special Rotary services or particular Rotary activities in which a candidate has been engaged (i.e., what the candidate has done to advance Rotary)
- 3) Most significant honors or achievements in business and professional activities

- 4) Most significant honors or achievements in civic and public service activities (RCP 19.030.2.)

Selection in New Districts

When the clubs in existing districts are regrouped into new districts, clubs in the new districts shall, if practical, select the governor-nominee before the effective date of the new district by the same procedure those clubs used before the regrouping. When the above procedure is not practical, the RI Board shall authorize a ballot-by-mail and designate a governor to conduct it. (RCP 19.030.3.)

Qualifications

At the time of selection, the nominee will be called governor-nominee-designate and will assume the title of governor-nominee on 1 July two years before serving as governor. The governor-nominee must

- 1) Be a regular member of a club in the district (RIB 15.070.1.)
- 2) Have full qualifications for membership in the strict application of the club membership provisions, and have a classification whose integrity is without question (RIB 15.070.2.)
- 3) 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 the charter to 30 June, provided that this period is for at least six months (RIB 15.070.3.)
- 4) Demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of governor as provided in RI Bylaws section 15.090. (RIB 15.070.4.)
- 5) Demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the RI Bylaws, and submit to RI, through its general secretary, a signed statement acknowledging a clear understanding of them. This 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 the office and to perform them faithfully (RIB 15.070.5.)

More information on the governor-nominee's responsibilities and assignments can be found in the Learning Center at learn.rotary.org.

VICE GOVERNOR

The nominating committee for governor will select one past governor to serve as a vice governor. The role of the vice governor is to replace the governor in case of temporary or permanent inability to serve. (RIB 6.120.1.) It is a best practice for districts to use the regular governor election process to select the vice governor.

PAST GOVERNORS

Each district organizes an advisory council of past governors, composed of all past governors who are members of Rotary clubs within the district. Governors assist the governor-elect with informing the current and past governors of issues debated and presented at the International Assembly, no more than one month after the meeting.

The authority and responsibility of the governor shall in no way be impaired or impeded by the advice or actions of the past governors. (RCP 19.090.2.)

Governors are urged to consider the council's assistance in extension efforts, informing incoming governors, promoting the convention, providing Rotary information, and supporting weaker clubs, serving when invited by the club president and the governor as ad hoc members of the club board of directors. (RCP 19.090.1.)

DISTRICT ROTARY FOUNDATION COMMITTEE

The RI Board and the Trustees have agreed that each governor shall, well before taking office, appoint all members of a district Rotary Foundation committee. The committee consists of a chair and four subcommittee chairs. The district can elect to have additional subcommittees, some of which may be reported online. Districts should adapt their committee to the interests and focus of the Rotarians they serve. To be effective, the district Rotary Foundation committee must have continuity of leadership, so the chair is a three-year appointment subject to removal for cause. Any removal for cause must have the trustee chair's prior approval. The district governor (if selected) scheduled for each of the years of the three-year term will participate in the selection of the chair. Although it is not mandatory, it is recommended that the chair be a past governor. The subcommittee chairs selected by the governor for the year automatically become members of their respective subcommittees. The district governor is an *ex officio* member of the committee. With the direct leadership of the governor, the chair works with the committee to plan, coordinate, and evaluate all district Foundation activities.

The members of each subcommittee should, insofar as possible, have experience in their subcommittee's area of responsibility. Subcommittees shall be appointed to address the following ongoing administrative functions:

- 1) PolioPlus
- 2) Grants
- 3) Fundraising
- 4) Stewardship (TRFC 7.020)

Descriptions of the duties of the district Rotary Foundation chair and each of the subcommittees can be found in the [District Rotary Foundation Committee Manual](#) (300) and [The Rotary Foundation Code of Policies](#).

ACTIVITIES

Multidistrict Service Activities and Projects

Service activities and projects involving clubs in two or more districts are subject to the following:

- 1) Multidistrict service activities and projects shall
 - a) Be, in nature and scope, within the capability of the clubs and Rotarians in the districts to undertake successfully without interfering with or detracting from the scope and effectiveness of club activities in furthering the program of Rotary at the club level
 - b) Not be undertaken initially unless each governor concerned has agreed to such a joint activity and then only after approval of two-thirds of the clubs in each district
 - c) Be under the direct supervision of the governors concerned; the custody of all funds contributed or collected for such activities shall be the responsibility of the governors concerned, though a committee of Rotarians from within the districts involved may be appointed to assist in administering any such activity and related funds
 - d) Involve voluntary participation, clearly presented as such, by Rotary clubs and/or individual Rotarians, with the cost of participation by a club or individual Rotarian, if any, kept to a minimum and not implicitly or directly made an obligation in the form of a per capita assessment or otherwise

- e) First submit its purpose and plans to the other governors for approval if it in any way requires the cooperation of clubs or Rotarians outside the club organizing the activity
- 2) The policy on this matter does not include projects involving cooperation between districts partnering for an international service project when one district serves as a “donor” and the other district as “sponsor” or “recipient.”
- 3) Any participating district that seeks to terminate its participation in a multidistrict service activity or project must secure the approval of two-thirds of the clubs in the district to withdraw.
- 4) The governors of districts that initiate multidistrict activities that extend beyond a single Rotary year must develop operating guidelines in accordance with RI multidistrict policy for approval by the general secretary. The governors involved in any multidistrict activity shall also be responsible for ensuring that an audited financial statement of multidistrict finances is prepared for the activity or project and distributed to the participating clubs.
- 5) Multidistrict PETS organizations are exempt from these multidistrict guidelines. Rather, they are to be governed by the multidistrict PETS guidelines. (RCP 16.010.)

District and Rotary Club Cooperation With Other Organizations

Districts and Rotary clubs may support and cooperate with other organizations in projects and activities, provided that:

- 1) Such initiatives are consistent with Rotary ideals and purposes
- 2) The club or district membership concerned approves the cooperative activity
- 3) The cooperation involves direct participation and responsibility by a Rotary committee appointed by a club president or governor designated for the duration of the activity, with provision for annual review
- 4) Club or district autonomy as an independent organization is preserved
- 5) The club or district obtains appropriate recognition, to the extent that it is warranted by the nature of the cooperation, in the interest of keeping the public informed about Rotary and its service activities
- 6) The club or district and the cooperating organization share the responsibility of publicizing the nature of the joint project
- 7) The club or district does not accept an ongoing obligation to participate
- 8) The club or district does not accept an ongoing financial obligation to the other organization, but instead provides opportunities for Rotary clubs in a district to review and decide whether to continue supporting the projects or activities at district conferences or by other appropriate means
- 9) The club or district does not become a member of the cooperating organization
- 10) The activity or cooperative agreement entered into by a club or district does not in any way bind RI to the activity or agreement (RCP 11.040.5.)
- 11) Lists of clubs or Rotarians are not furnished to the other organization except to meet legal requirements of government agencies or by the assent of the Board or its Executive Committee (RCP 11.040.2)

Policies on Sponsorship and Cooperative Relationships

Rotary clubs, Rotary districts, and other Rotary Entities must not accept a cooperative relationship that does any of the following:

- Conflicts with Rotary’s ethical and humanitarian values
- Undermines internationally recognized standards for human rights
- Supports the use of addictive or harmful products and activities including but not limited to alcohol (when inappropriate in a specific cultural context), tobacco, gambling, and weapons or other armaments
- Promotes a particular political or religious viewpoint
- Involves abortion
- Unfairly discriminates based on race, ethnicity, gender, language, religion, political or other opinion, national or social origin, property, or birth or other status
- Weakens the autonomy, independence, reputation, or financial integrity of Rotary International, The Rotary Foundation, or the specific Rotary club, district, or other Rotary Entity
- Involves any subject matter that is not in accord with the Object of Rotary

Individual Rotarians may not benefit from sponsorships or cooperative relationships. (RCP 11.040.6.)

The RI Board has made a commitment to the careful development of sponsorship, partnership, and strategic alliance opportunities for clubs, districts, and other Rotary Entities. This includes developing guidelines for use by districts, clubs, and other Rotary Entities. (RCP 33.020.) For the RI Board guidelines governing the use of Rotary Marks in these instances, see chapter 14.

COMMUNICATION

Governor’s Monthly Communication

The governor is required to communicate with each club president and secretary in the district at least once a month. This communication is important, as it provides club leaders with news and reminders about the district and RI. This monthly communication can take many forms, including an electronic newsletter, video message, or an emailed link to the district website. Governors should consider also making it available to assistant governors, past district governors, Interact and Rotaract clubs, and their Club and District Support representatives. This communication should

- Inform Rotary leaders about important Rotary topics, such as the Rotary Strategic Plan
- Post district goals
- List deadlines for district events
- Include information about RI, The Rotary Foundation, and district programs
- Highlight specific club activities, such as new clubs admitted, names of new Rotarians in a club
- Recommend the best practices in [*Be a Vibrant Club: Your Club Leadership Plan*](#) (245)
- Direct club leaders to www.rotary.org, where they can find the latest news
- Motivate club leaders to pursue club goals, plan for upcoming events and observances, promote RI and district initiatives, and cooperate with other clubs

- Recognize the service and financial contributions of committees, individual Rotarians, and club and district programs

The Official Visit

The governor's official visit is the personal visit of the governor to each Rotary club in the district, individually or in groups, for the purpose of:

- Focusing attention on important Rotary issues
- Providing special attention to weak or struggling clubs
- Motivating Rotarians to participate in service activities
- Ensuring that the constitution and bylaws of the clubs comply with the constitutional documents
- Personally recognizing the outstanding contributions of Rotarians in the district (RIB 15.090.)

The governor or assistant governor should review the progress of the club toward its goals during the official visit. To maximize the impact of the governor's presence, visits should coincide with events such as charter nights, induction ceremonies, new member orientation programs, citation or award presentations, special programs, Rotary Foundation events, or intercity meetings. Multiclub or intercity meetings should emphasize strong attendance from all participating clubs, not just the host club. (RCP 17.030.4.) Governors should also use this time to hear from clubs about how the district could better support them.

Rotary Club Central

Rotary Club Central is an online goal-setting tool to help clubs plan for the year and document their progress. Club presidents-elect should keep their clubs' information current and work with their assistant governors if they need help. Assistant governors and governors can use Rotary Club Central to monitor clubs' progress toward their goals during the year.

DISTRICT LEADERSHIP PLAN

All districts are required to have established a leadership plan in conformity with the District Leadership Plan structure outlined by the Board.

The District Leadership Plan has these required components:

- 1) Common terminology such as *assistant governor*, *district trainer*, and *district committees*
- 2) Defined responsibilities and duties for assistant governors, district trainers, and district committee members
- 3) District committees that ensure continuity of leadership within the district
- 4) A clear statement of the duties and responsibilities that the governor cannot delegate
- 5) A defined plan for helping clubs implement corresponding club leadership plans (RCP 17.030.)

The plan is designed to strengthen Rotary at the district and club levels by making possible faster and more responsive support for clubs, a larger supply of well-trained district leaders, improved participation in Foundation and district-level RI activities, and a more challenging role for the governor as an innovative leader. (RCP 17.030.1.)

Role of the Assistant Governor

All governors must appoint assistant governors to serve at the district level and to assist the governor with the administration of their assigned clubs. For information about the role and responsibilities of the assistant governor, see [Lead Your District: Assistant Governor](#) (244).

Criteria for Selecting Assistant Governors

Minimum criteria in selecting assistant governors include:

- Membership, other than honorary, in good standing in a club in the district for at least three years
- Service as a club president for a full term or as 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
- Willingness and ability to accept the responsibilities of assistant governor
- Demonstrated outstanding performance at the district level
- Potential for future leadership in the district (RCP 17.030.2.)

District Committees

District committees are charged with carrying out the goals of the district as formulated by the governor with the advice of the assistant governors. Committees shall be appointed to address ongoing administrative functions, as follows:

- Training
- Membership development
- Extension
- Finance
- Ongoing district-level programs (e.g., Youth Exchange, Rotaract)
- Public relations
- District conference
- The Rotary Foundation (see chapter 5)
- RI Convention promotion

Information on the specific purpose, duties and responsibilities, additional qualifications, and training requirements for these committees can be found in Rotary Code of Policies section 17.030.3. and article 21, or in [Lead Your District: Committees](#) (249).

Additional district committees are appointed only when they serve a specific function identified by the governor and the district leadership team. (RCP 17.030.3.)

The governor-elect, governor, and immediate past district governor should work together to ensure continuity of leadership and succession planning. The governor-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings before the start of the year in office. (RCP 17.030.3.)

Relation to RI, The Rotary Foundation, and Presidential Appointees

District committees should work with relevant Rotary committees and regional coordinators, as well as Rotarians appointed by the RI president or trustee chair, to facilitate action at the district or club level related to specific Rotary programs or activities. (RCP 17.030.3.)

Reporting Requirements

District committees must regularly report the status of their activities to the governor. They must also report successful activities to RI for possible inclusion in RI publications, including www.rotary.org. (RCP 17.030.3.)

For more information on the role and responsibilities of district committees, see [Lead Your District: Committees](#) (249) and other publications relating to the specific focus of the committee. For additional information on the District Leadership Plan, see [Rotary Code of Policies](#) section 17.030.1.

DISTRICT INCORPORATION

A district may incorporate only if its corporate documents include 11 provisions required by RI and it has fulfilled all of RI's incorporation requirements. When a district has decided it wishes to pursue incorporation, the governor should contact the district's Club and District Support representative for detailed information about Rotary's requirements. (Find your CDS representative at www.rotary.org/cds.)

A district may seek the approval of the Board to incorporate. At least two-thirds of the clubs in the district must approve the proposal to incorporate in a vote at a district conference or in a ballot-by-mail. In either process, each club is entitled to one vote.

When a district is incorporated, the corporation and the former unincorporated district become one entity. The incorporated district possesses all of the powers, rights, and privileges, and must perform all of the obligations and requirements of a district under the constitution, bylaws, and policies of RI.

The corporate documents of an incorporated district must be consistent with the RI constitution, bylaws, and policies, as far as local laws permit. If any amendment to these RI documents or policies causes a district's corporate documents to be inconsistent, the district must immediately amend its corporate documents to restore consistency. District corporations must act in accordance with RI's constitution, bylaws, and policies and may not take any action inconsistent with them.

The district must submit to the general secretary on behalf of the Board the corporate documents required to be submitted to the local jurisdiction in order to incorporate.

The district governor is responsible for overseeing the incorporation process. The structure of the incorporated district must facilitate the District Leadership Plan.

A governor must immediately notify the Board of any dissolution or other change in the status of the district corporation. (RCP 17.020.)

EXTENSION TO NON-ROTARY COUNTRIES AND GEOGRAPHICAL AREAS

A non-Rotary country or geographical area is any location that currently does not have a Rotary club and is not part of a district. (RCP 18.020.) RI coordinates all official contact by any Rotarian with government officials in non-Rotary countries and geographical areas.

Rotarians interested in extension should contact RI for more information about how to work with extension advisers. Rotarians interested in starting a Rotary club in an existing district must contact the governor of the district. (RCP 18.030.)

ORGANIZING NEW CLUBS

Each governor, under the general supervision of the RI Board, oversees the organization of new clubs within the district. Governors should consult [Organizing New Clubs](#) (808) for the specific procedures for creating a new Rotary club.

FINANCES

Governor's Expenses

At the beginning of each term of office, the governor is provided with an allocation to reimburse reasonable and necessary expenses associated with carrying out the governor's duties and responsibilities within the district, including those mandated duties performed during the term as governor-elect. (RCP 69.030.1.) Reimbursements to governors are disbursed in local currency directly to the governors or, with the approval of the governor, to the district fund and are subject to random audit. (RCP 69.030.3.)

For more information on district governor allocations and insurance, see [Lead Your District: Governor](#) (233).

District Fund

Districts may create a district fund to support the governor, governor-elect, and the business of the district. A district fund must secure a per capita levy approval at the district training assembly, PETS, or district conference; be controlled by more than one person; and provide an annual statement of expenses to the clubs. For additional information on the operation of a district fund, see [Lead Your District: Governor](#) (233).

MEETINGS

To prepare incoming leaders for their responsibilities, the RI Board has approved the following sequence of training events:

- [Governors-elect training seminar \(GETS\)](#)
- [International Assembly](#)
- [District team training seminar](#) (including assistant governor training)
- [Presidents-elect training seminar \(PETS\)](#)
- [District training assembly](#)
- [District membership seminar](#)

The RI Board also encourages continuing education opportunities and has approved the following district-level seminars:

- [District leadership seminar](#)
- [District Rotary Foundation seminar](#)
- [Leadership development program](#) (may be a club or district activity)

Basic information about each seminar is provided in the table below. For more information on the RI recommended training meetings, see [Lead Your District: Training](#) (246).

Training Meeting/Timing	Purpose	Convener/Organizer	Materials
<p>Regional seminar</p> <p>Held in conjunction with GETS and Rotary institute as appropriate</p>	<p>Club and district leaders learn zone-level initiatives and goals and are introduced to their regional coordinator team</p>	<p>Convener: RC, in collaboration with RRFC and/or RPIC</p>	<p>For leaders: <i>Lead Your District: Training</i> (246)</p>
<p>Governors-elect training seminar</p> <p>August-December; regional training in conjunction with Rotary institute</p>	<p>District governors-elect learn their responsibilities and prepare to lead their districts</p>	<p>Convener: RI director or immediate past director</p>	<p>For leaders: <i>Governors-elect Training Seminar Leaders' Guide</i> For participants: <i>Lead Your District: Governor</i> (233)</p>
<p>International Assembly</p> <p>Before 15 February</p>	<p>District governors-elect receive instruction on administrative duties, motivation, and inspiration</p>	<p>Conveners: RI president and president-elect Organizer: Moderator</p>	<p>For leaders: <i>International Assembly Leaders' Guide</i> For participants: <i>Governor-elect's Workbook</i></p>
<p>District team training seminar</p> <p>February</p>	<p>Assistant governors and district committee leaders learn their new roles and responsibilities and work with the district leadership team on district goals and the district leadership plan</p>	<p>Convener: Governor-elect Organizer: District training committee</p>	<p>For leaders: <i>District Team Training Seminar Leaders' Guide</i> (247) For participants: <i>Lead Your District: Assistant Governor</i> (244) and <i>Lead Your District: Committees</i> (249)</p>
<p>Presidents-elect training seminar</p> <p>February or March</p>	<p>Club presidents-elect learn their new responsibilities and work with assistant governors on their goals</p>	<p>Convener: Governor-elect Organizer: District training committee</p>	<p>For leaders: <i>Presidents-elect Training Seminar Leaders' Guide</i> (243) For participants: <i>Club President's Manual</i> (222)</p>
<p>District training assembly</p> <p>March, April, or May (after PETS)</p>	<p>Club presidents-elect build on PETS training to learn leadership skills, while other incoming club leaders learn their new responsibilities; club leadership teams refine goals for the year</p>	<p>Convener: Governor-elect Organizer: District training committee</p>	<p>For leaders: <i>District Assembly Leaders' Guide</i> (828) For participants: <i>Club President's Manual</i> (222), <i>Club Secretary's Manual</i> (229), <i>Club Treasurer's Manual</i> (220), club committee manuals (226) (administration, membership, public relations, service projects, Rotary Foundation)</p>
<p>District membership seminar</p> <p>April or May (after district training assembly)</p>	<p>Club presidents, club membership committee chairs, interested Rotarians, and district leaders learn skills and gain knowledge to sustain and increase their clubs' membership</p>	<p>Convener: Governor-elect Organizer: District membership committee</p>	<p>For leaders: <i>District Membership Seminar Leaders' Guide</i> (242) For participants: Determined by the district</p>

Training Meeting/Timing	Purpose	Convener/Organizer	Materials
<p>District Rotary Foundation seminar</p> <p>July-November</p>	<p>Club Rotary Foundation committee chairs and interested Rotarians are informed about the Foundation and motivated to support and participate in Foundation grants and programs</p>	<p>Convener: Governor Organizer: District Rotary Foundation committee, district training committee, and RRFC</p>	<p>For leaders: <i>District Rotary Foundation Seminar Manual (438)</i> For participants: Determined by the district</p>
<p>Leadership development program</p> <p>Determined by the club</p>	<p>Club members develop leadership skills that enhance their professional lives and prepare them for leadership roles in Rotary</p>	<p>Organizer: Club trainer, president, assistant governor, or district training committee</p>	<p>For leaders: <i>Leadership Development: Your Guide to Creating a Program (250)</i></p>
<p>District leadership seminar</p> <p>Immediately before or after the district conference</p>	<p>Current or past club presidents and other club leaders who have served for three or more years learn about leadership opportunities they can pursue in Rotary</p>	<p>Convener: Governor Organizer: District training committee</p>	<p>For leaders: <i>District Leadership Seminar Leaders' Guide (248)</i> For participants: Determined by the district</p>
<p>District conference</p> <p>Any time except at the same time as Rotary institute or within eight days of the RI Convention</p>	<p>All Rotarians in the district can meet, hear inspirational addresses, and discuss matters of importance to Rotary clubs and Rotary International</p>	<p>Convener: Governor Organizer: District training committee</p>	<p>For leaders: <i>District Conference Manual (800)</i></p>
<p>Grant management seminar</p> <p>Determined by the district</p>	<p>At least one club member attends to learn about successful management of Rotary grants (attendance is part of the club qualification process)</p>	<p>Convener: Governor-elect</p>	<p>For leaders: <i>Grant Management Seminar Leaders' Guide</i> For participants: <i>Grant Management Manual</i></p>
<p>Rotaract district leadership training meeting</p> <p>Any time after club open elections and before 30 June</p>	<p>Incoming Rotaract club leaders/presidents, Rotaractors, interested Rotarians, and non-Rotarians learn more about Rotaract</p>	<p>Convener: Governor Organizer: District Rotaract representative</p>	<p>For participants: <i>Guide for District Rotaract Leaders</i></p>

3 THE ZONE

Just as the more than 34,000 Rotary clubs belong to over 530 districts, the districts, in turn, belong to 34 zones. Zones have been broken down further into 41 regions. Each region has a regional coordinator team, which is composed of the Rotary coordinator (RC), regional Rotary Foundation coordinator (RRFC), and Rotary public image coordinator (RPIC) and their assistants. The three coordinators, who are appointed by the RI president-elect or The Rotary Foundation trustee chair-elect, have professional expertise and Rotary knowledge in specific areas and work together to support the priorities of the Rotary Strategic Plan. Regional coordinators also serve as trainers, consultants, and advisers at Rotary institutes, governors-elect training seminars, regional meetings, and district seminars.

WORKING TOGETHER

The members of the regional coordinator team work together to assist district governors, district governors-elect, other district leaders, and club officers and to connect them with resources. The team also supports the interrelated priorities of the Rotary Strategic Plan:

- To support and strengthen clubs
- To focus and increase humanitarian service
- To enhance public image and awareness

In addition, the regional team works together to hold regional seminars and to create a plan for strengthening clubs, enhancing Rotary's public image, increasing the number of successful service projects, and promoting the support of the Foundation in their regions.

ROTARY INSTITUTES

Rotary institutes are informational meetings designed for the past, present, and incoming RI officers. A Rotary institute may be organized for a zone, a section of a zone, or a grouping of zones. (RIB 19.020., RCP 60.050.)

Purpose

The purpose of a Rotary institute is to:

- 1) Provide current, incoming, and past RI officers with updates on RI and Rotary Foundation policies and programs
- 2) Provide a forum for Rotary leaders to make comments and recommendations to the Board of Directors
- 3) Provide fellowship and a participative learning experience that will inspire current, incoming, and past governors to continuing leadership and service (RCP 60.050.)

Organization

The president designates one or more conveners to organize and direct the program of each institute. Usually, conveners are directors or immediate past directors who serve as the president's representatives to the institutes. Those organizing the institute are appointed by the convener and prepare the arrangements and agenda for the convener's approval. (RCP 60.050.)

Program

Institutes normally last two to three days. Past RI officers who live in the zone should be provided opportunities to participate in the program as speakers, panelists, discussion leaders, and members of institute committees. (RCP 60.050.) Components should include:

- A major address on the Foundation delivered by a Foundation representative to update participants on Foundation programs, objectives, finances, and problems
- A status report on PolioPlus each year until polio is eradicated
- In the year of the Council on Legislation:
 1. A separate session limited to representatives and alternates to discuss the operation and procedures of the Council
 2. A plenary session to discuss the substance of selected proposals, for the purpose of allowing voting representatives to hear the views of Rotarians from their area of the world (RCP 60.050.)
- An open forum for participants and Rotary senior leadership to exchange ideas
- The five-year forecast presented by a director or other representative of the Board

Each institute program must include a copy of the written report of the previous year's institute (including any resolutions) that was submitted to the RI Board, along with a copy of any Board action taken. When it's convenient, conveners should arrange an intercity meeting for institute participants and local Rotarians. RI staff assigned to the institute by the general secretary are available to assist conveners as appropriate. (RIB 17.060.4., RCP 60.050.)

Regional Seminars

Governors-elect training seminars, or GETS, are considered mandatory adjunct meetings. Other sessions or seminars, such as regional Rotary Foundation seminars or regional membership seminars, may be held at the same time and in the same location as an institute or nearby. These separate sessions or seminars do not interfere with or duplicate the institute's main program or the International Assembly program and are promoted as quite distinct from the institute itself. Any events coming before or after an institute, such as GETS, regional Rotary Foundation seminars, or recreational events, are clearly described as pre- or post-institute events that may involve a different audience from the institute. (RCP 60.050.)

REGIONAL COORDINATORS

Rotary Coordinators

The 41 Rotary Coordinators appointed by the RI president-elect work to create stronger, more dynamic, and more effective clubs and districts. RCs serve as facilitators, motivators, consultants, and resource persons for clubs and districts in the region and help them create and implement plans that ultimately build better Rotary clubs. Regional coordinators support district governors and should be sure to obtain their approval before working with clubs in their districts.

RC Responsibilities

The responsibilities of the Rotary coordinators are to:

- Support and strengthen Rotary clubs
- Encourage innovative strategies for attracting new members and promote the benefits of membership
- Promote member engagement through effective service activities, networking, vocational service, and programs and activities that support youth and young leaders
- Recommend solutions to membership challenges, such as allowing for more innovative club meetings, focusing on members' satisfaction, and enhancing volunteer opportunities
- Help districts and clubs develop and implement their strategic plans
- Promote Rotary's priorities and initiatives
- Communicate and execute the regional membership plan
- Monitor and provide feedback on the region's membership plan

Regional Rotary Foundation Coordinators

The 41 regional Rotary Foundation coordinators appointed by the Foundation trustee chair-elect serve as a key resource on all Foundation matters and as a vital link between Rotarians and their Foundation. RRFs help Rotarians promote the Foundation, including its grants, programs, and fundraising initiatives, as well as helping set and achieve participation and giving goals. They conduct regional Rotary Foundation seminars to educate Rotarians about the Foundation's grants and programs.

RRFC Responsibilities

The responsibilities of the regional Rotary Foundation coordinators are to:

- Lead by example and make a personal contribution each year to the Annual Fund; lead by example through a major gift or Bequest Society commitment to the Foundation according to his or her own financial capacity
- Focus and increase humanitarian service
- Assist the Trustees and the general secretary in explaining grants and the need for funding to district and club leaders
- Support district leadership in establishing their district Foundation goals for grant participation and Foundation giving
- Monitor the progress of their districts' Foundation goals throughout the Rotary year
- Keep Rotary alumni involved in Rotary through membership, contributions, and service opportunities
- In collaboration with Rotary's alumni network, assist with the development and promotion of alumni associations

Rotary Public Image Coordinators

The 41 Rotary public image coordinators appointed by the RI president-elect work to enhance Rotary's public image by increasing recognition of Rotary's humanitarian efforts to Rotarians and the general public. This involves helping clubs and districts communicate success stories to the media, local government officials, civic leaders, and communities. RPICs can help with applications for public image grants and assist districts and clubs in making the best use of social media to promote Rotary.

RPIC Responsibilities

The responsibilities of the Rotary public image coordinators are to:

- Enhance Rotary’s public image and awareness
- Inform and motivate Rotarians about Rotary’s public relations efforts
- Promote the use of Rotary Public Image Grants
- Promote the Rotary Strategic Plan priorities of advancing internal and external recognition and public image of Rotary
- Encourage stronger club-level public relations efforts

ENDOWMENT/MAJOR GIFT ADVISERS

In addition to the regional coordinators, there are 41 Endowment/Major Gift Advisers (E/MGAs) appointed by The Rotary Foundation trustee chair-elect in consultation with the Foundation Fund Development Committee and Fund Development staff. The advisers report directly to the trustee chair and assist with the identification, cultivation, and solicitation of major gifts, specifically, gifts to Rotary’s endowment. The adviser serves as a key volunteer resource for all major gift and endowment matters in his or her region of responsibility.

E/MGA Responsibilities

- Lead by example and make a personal contribution each year to the Annual Fund; lead by example through a major gift or Bequest Society commitment to the Foundation according to his or her own financial capacity
- In collaboration with Fund Development staff, including Gift Officers, RRFs, and district leadership, develop personalized cultivation and solicitation plans for at least 15 prospective major gift donors each year
- Personally participate in or be productively involved in the solicitation of at least 10 major gifts each year, with an emphasis on gifts of US\$25,000 or more
- Educate Rotarians, alumni, and friends of Rotary on Rotary Foundation major giving opportunities, with emphases on Rotary’s endowment, PolioPlus, the Rotary Peace Centers, and the areas of focus
- Reinforce for districts the importance of Rotary’s endowment and assist districts in establishing a structure for the identification and cultivation of potential endowment and major gift donors

END POLIO NOW ZONE COORDINATORS

In addition to the regional coordinators, there are 41 End Polio Now zone coordinators appointed by The Rotary Foundation trustee chair-elect. The End Polio Now zone coordinators report directly to a regional Rotary Foundation coordinator. They provide leadership to foster awareness, advocacy, and financial support of polio eradication activities at the district and club levels.

End Polio Now Zone Coordinator Responsibilities

- Lead by example and make a personal contribution to the PolioPlus Fund
- Maintain current knowledge of the PolioPlus program and global polio eradication efforts, strategies, status, and needs, including financial requirements
- Promote the goals of Rotary’s PolioPlus program through individual presentations to Rotary meetings upon request

- Where appropriate, work in conjunction with the PolioPlus national advocacy advisers or national PolioPlus committee chairs on appropriate strategies to inform the government and other funding sources of the needs and benefits of global polio eradication efforts

4 ROTARY INTERNATIONAL

Rotary International is a network of Rotary clubs throughout the world. (RIC 2) When used by itself, the word “Rotary” normally refers to the entire organization, Rotary International. (RCP 33.040.)

The purposes of Rotary are to:

- 1) Support clubs and districts in carrying out Rotary’s mission
- 2) Encourage, promote, and extend Rotary throughout the world
- 3) Coordinate and generally direct the activities of Rotary International (RIC 3)

ROTARY STRATEGIC PLAN

In 2001-02, as Rotary International looked toward its second century of service, leaders began developing a strategic plan to guide the organization. With the codification of strategic planning (RIB 16.100.) and the establishment of the Strategic Planning Committee in 2004, the Board continuously monitors organizational strategy and plan implementation. At least every three years the Board conducts a comprehensive plan review to ensure that Rotary’s strategy is relevant and addresses organizational needs.

The current Rotary Strategic Plan, which went into effect 1 July 2010, unifies the strategic direction of RI and The Rotary Foundation and addresses the strategic concerns expressed by Rotarians worldwide.

The three priorities of the Rotary Strategic Plan are:

- To support and strengthen clubs
- To focus and increase humanitarian service
- To enhance public image and awareness

The [Rotary Strategic Plan](http://www.rotary.org) can be found on www.rotary.org.

Districts and clubs are encouraged to create their own strategic plans and to use the priorities and goals of the Rotary Strategic Plan for guidance. The regional coordinators assist districts and clubs with strategic planning in their regions, aligning local plans with the Rotary Strategic Plan.

RI THEME

The annual message of the president, whether expressed in a special program or theme or in another way, is of paramount importance in the implementation of the program of Rotary in that year. Inherent in the duties of the governor is the presentation of the program or theme in all suitable ways. These include its use as the theme of the district conference and other district meetings at which a theme is employed, in the monthly letter, in official visits to clubs, and in other contacts with clubs and Rotarians of the district. It is essential that any district goals or objectives established by a governor relate to and support the president’s program or theme, which should be mentioned prominently in connection with any expression of district goals or objectives. The president’s message should be known, understood, and effectively implemented by all Rotary clubs and Rotarians.

All officers of RI districts and clubs are reminded that the RI theme is the only theme that should be used, and the use of other themes should be discouraged. (RCP 27.050.)

ROTARY ANTHEM

The official Rotary Anthem (030-MU) is an arranged excerpt of the march from Beethoven's *Egmont* Overture, op. 84. It may be played at appropriate occasions, such as flag ceremonies. (RCP 26.070.)

GREAT BRITAIN AND IRELAND (RIBI)

In the districts in Great Britain and Ireland (RIBI), the duties of the governor are performed in keeping with traditional practices in that area under the direction of the General Council of RIBI and consistent with the Constitution and Bylaws of RIBI. Each governor in RIBI is responsible to the RI Board and to the General Council of RIBI for the district's supervision, as prescribed in the RI Bylaws and the RIBI Constitution. The governor shall also report promptly to RI as required by the president or the RI Board and perform such other duties as are inherent as the RI officer in the district. (RIB 15.100.)

The elective officers of RIBI are the president, immediate past president, vice president, and honorary treasurer. (RIC 7, 1) Nominees for RIBI president, vice president, and honorary treasurer shall be selected, proposed, and nominated in accordance with the RIBI Bylaws. (RIB 12.040.) A governor in Great Britain and Ireland is selected for nomination by the district's clubs, nominated by the annual conference of RIBI, and elected at the RI Convention by the electors present and voting.

SECRETARIAT

Rotary International is administered by the Secretariat, which is composed of the general secretary and staff. The world headquarters of the Secretariat is in Evanston, Illinois, USA, and international offices are located around the world as authorized by the RI Board. International office locations are listed in the *Official Directory* and at www.rotary.org.

STRUCTURE OF ROTARY LEADERSHIP

The general officers of RI are the members of the RI Board and the general secretary. Other RI officers are the governors and the president, immediate past president, vice president, and honorary treasurer of RI in Great Britain and Ireland. They are nominated and elected as provided in the RI Bylaws. (RIC 7)

Board of Directors

The RI Board is composed of 19 members: the president as chair of the RI Board, the president-elect, and 17 other directors nominated by the clubs in zones as specified in the bylaws and elected by the convention to serve for terms of two years. (RIC 6, 1; RIB 6.060.1.) Each director, although nominated by the clubs in a certain zone, is elected at the convention by all the clubs, thereby placing on each director the responsibility of representing all clubs in the administration of Rotary.

The RI Board directs and controls RI affairs by (1) establishing policy for the organization, subject to the RI Constitution and Bylaws; (2) evaluating the general secretary's implementation of policy; and (3) exercising any other powers conferred by the RI Constitution, RI Bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments to them. (RIB 5.040.1.) The RI Board is responsible for directing and controlling the affairs and funds of the international association, exercising control over the association's current and incoming officers and the RI committees, and generally supervising the administration of member clubs. (RCP 28.005; RIC 8, 2)

The RI Board is responsible for doing whatever may be necessary for the long-term benefit of the organization, ensuring that the original purpose is preserved, studying and teaching its fundamentals, and preserving its ideals, its ethics, its unique features of organization, and its extension throughout the world. The Board shall also adopt a strategic plan and report on it at each meeting of the Council on Legislation. (RIB 5.010.) All RI Board decisions, unless specified otherwise, take effect immediately upon the adjournment of the meeting at which they are made. (RCP 28.005.) The action of the RI Board is subject to an appeal to the district representatives of the most recent Council on Legislation or, if the appeal is received by the general secretary within three months of the next Council, the next Council on Legislation. (RIB 5.030.)

The RI Board may appoint an executive committee of at least five but no more than seven of its members. It may delegate to the committee authority to exercise, between Board meetings, the power to make decisions on behalf of the RI Board where the policy of RI has been established. The committee also evaluates the performance of the general secretary at least annually and reports its findings to the RI Board. The RI Board in each year prescribes the specific terms of reference for the Executive Committee. (RIB 5.070.)

Officers of Rotary International

President

The president is the highest officer of RI. The president is the principal person to speak on the organization's behalf, presides at conventions and meetings of the RI Board, counsels the general secretary, and performs other related duties. (RIB 6.140.1.)

President-elect

The president-elect has only those duties that arise from the RI Bylaws and from membership on the RI Board, but may be assigned further duties by the president or the RI Board. (RIB 6.140.2.)

Vice President

The vice president is selected by the incoming president at the RI Board's first meeting each year from among the members of the RI Board serving the second year of their terms. The vice president serves for a one-year term beginning on 1 July. (RIB 6.020.) In the event of a vacancy in the office of president, the vice president succeeds to the office of president and selects a new vice president from among the remaining members of the Board. (RIB 6.070.) The vice president performs such assignments as may be requested by the president. (RCP 29.030.)

Treasurer

The treasurer is selected by the incoming president at the RI Board's first meeting each year from among the members of the RI Board serving the second year of their terms. The treasurer serves for a one-year term beginning on 1 July. (RIB 6.020.)

The treasurer regularly receives financial information from, and confers with, the general secretary on the management of RI finances. The treasurer makes appropriate reports to the RI Board and also makes a report to the RI Convention. The treasurer has only those duties and powers that arise from membership on the RI Board, but may be assigned further duties by the president or the RI Board. (RIB 6.140.4.)

General Secretary

The general secretary is the chief operating officer of RI. As chief operating officer, the general secretary is responsible for the day-to-day management of RI and under the direction and control of the RI Board. The general secretary is responsible to the president and the RI Board for the implementation of its policies and for the operations and administration, including the financial operation, of RI. The general secretary also communicates RI Board policies to Rotarians and Rotary clubs. The general secretary is solely responsible for the supervision of the Secretariat staff.

Upon approval by the RI Board, the general secretary submits an annual report to the convention. (RIB 6.140.3.) The general secretary's term shall be no more than five years, but a person may be re-elected. (RIB 6.030.)

The general secretary

- 1) Implements the policies of RI, the RI Board, and the Foundation Trustees
- 2) Supervises all operations of the Secretariat, including but not limited to those functions related to finance, program, communication, planning, The Rotary Foundation, and administrative matters
- 3) Assists the RI Board and the Trustees in long-range planning and policy formation
- 4) Makes decisions on behalf of the RI Board, as authorized, and executes all legal documents and contracts on behalf of RI and its Foundation
- 5) Works in close cooperation with the president in carrying out the responsibilities of the general secretary's office (RCP 31.010.)

Selection of RI Officers

The procedures for the selection of officers of RI can be found in the [RI Bylaws](#).

ELECTIONS

Rules for Candidates for Elective Offices

It is a fundamental principle in Rotary that the best-qualified candidates should be selected for service in Rotary's elective offices. Therefore, any effort to influence the selection process in a positive or negative manner by campaigning, canvassing, electioneering, or otherwise is prohibited under the RI Bylaws. (RIB 10.060., RCP 26.090.5.)

The following rules have been adopted by the RI Board concerning campaigning, canvassing, and electioneering by any Rotarian seeking election to the office of president, director, governor, or representative to the Council on Legislation, or the nominating committee for any such office. These rules are designed to ensure that the best-qualified candidate is selected.

- 1) Rotarians should at all times conform to the prohibitions of the RI Bylaws concerning campaigning, canvassing, or electioneering. All Rotarians should observe both the letter and the spirit of the bylaws and refrain from any activity whose purpose or effect is to influence others by promoting or soliciting support for a particular Rotarian's candidacy. Such activity is repugnant to the spirit of the bylaws and the principles of Rotary and will be grounds for disqualification.
- 2) Campaigning, canvassing, or electioneering is any action seeking to promote, attack, support, or oppose a candidate, either directly or indirectly, in any

medium, including, but not limited to, seeking votes, requesting support in a forthcoming election, distributing literature or promotional materials, or other overt actions intended to promote one's candidacy for an elected Rotary office.

- 3) The periods of candidacy for elective office begin when individual Rotarians give serious consideration to submitting their names for a position covered by the RI rules for nominations and elections. Commencing at that time, candidates should be particularly careful to avoid any actions designed to publicize their names or achievements, call attention to the applicable nominations or elections, or give candidates an unfair advantage for the position.
- 4) The normal performance of duly-assigned Rotary activities is not considered a violation of the policies related to campaigning, canvassing, or electioneering.
- 5) Should a candidate become aware of any campaigning or electioneering activities undertaken on the candidate's behalf, the candidate must immediately and in writing express disapproval to all concerned and instruct them to terminate such activity.
- 6) Contacting clubs to inform them to request their concurrence for a proposed challenge or election complaint is not prohibited provided such contact is limited to the exchange of factual information. (RCP 26.090.5)

Single Transferable Ballot

Whenever there are more than two candidates for any office to be elected, the single transferable vote process can be used. (RIB 9.120.2.) The names of the candidates are rotated on the ballots.

How the Single Transferable Ballot System Operates

When there are more than two candidates, each elector casts one ballot, but it can be transferable (that is, express preferences for multiple candidates) in the following manner:

The elector places the number 1 on the ballot next to the name of the candidate who is the elector's first choice. This is known as a first-preference vote.

The elector then places the number 2 next to the name of his or her second choice, the number 3 next to the name of his or her third choice, and so on. Electors can indicate as many choices as there are candidates.

The candidate who receives a majority (at least 50 percent) of the first-preference votes cast is elected. If no candidate obtains a majority, the lower preference votes are counted. For example:

There are four candidates (A, B, C, and D) for one position. Ballots are sorted into four piles, A, B, C, and D, by first-preference vote, and counted. On the first count, no one has at least 50 percent of all of the votes cast. Candidate C had the fewest votes and is therefore eliminated. Each ballot in candidate C's pile is placed on the A, B, or D pile according to the name marked with the number 2.

The transfer of these votes, however, still does not result in a majority for any one of the three remaining candidates. In this second count, candidate B has the fewest votes and is eliminated. The ballots that were in candidate B's pile are divided between candidates A and D, as indicated by the voter's next choice. Any choices for candidate C are not counted, because C has already been eliminated. This transfer, called the third count, results in a clear majority for candidate D.

A ballot that does not number all available choices is counted only for the choices marked. Thereafter, it is considered nontransferable and is disregarded. An X is

considered an indication of first choice. A ballot marked with a “1” or an “X” for more than one name is considered invalid and cannot be counted.

In the Event of a Tie

If on any count there is a tie for an absolute majority, the result is determined by the number and relative value of the preferences. The candidates having the lowest number of first preferences on the second count, of first and second preferences on the third count, and so on in successive counts are to be excluded.

Procedures for Election Violations

- 1) A Rotary club (with the concurrence of at least five other clubs or a current RI officer) may file with the general secretary a written complaint with supporting documentation alleging a violation of the RI Bylaws or some unfair practice relating to the activity of a candidate for an elective office in RI. The complaint can protest the selection process or the results of an RI election. Such a complaint and supporting documentation must be received by the general secretary not later than 21 days after the results of the balloting are announced. A representative of the president to the district, zone, or regional meeting also may initiate a complaint if sufficient evidence of violation exists and refer that evidence to the general secretary. (RIB 10.070.1.)
- 2) After receiving any election complaint, the general secretary shall inform the party in question of the allegation, request a written response with documentation by a certain date, and notify the parties of the proper procedure to be followed. (RCP 26.100.1.)
- 3) The president, or the general secretary acting on the president’s behalf, may resolve an election dispute in the following situations:
 - a) There has been a misunderstanding about the requirements of the relevant constitutional documents.
 - b) Information has been received and certified by the general secretary that a candidate has appealed to a “non-Rotary agency” before completing the RI election review procedures. In such instances, the president shall, in accordance with section 10.070.5. of the RI Bylaws and on behalf of the RI Board, disqualify the candidate for the election in question, without referral to the RI Election Review Committee. (RCP 26.100.2.)

In all other situations, an election complaint will be administered in accordance with the procedures established by the RI Board.

COMMITTEES

The RI Board establishes standing committees as specified in the RI Bylaws, as well as such other committees as it may determine are in the best interests of RI. (RIB 16.010.) Except as otherwise provided in the RI Bylaws, the president appoints the members of all committees after consulting the RI Board. The president designates the chair of each committee. The president is an *ex officio* member of all committees except the Nominating Committee for President of RI, the Strategic Planning Committee, and the Operations Review Committee. (RIB 16.020., 16.040., 16.120.)

All committee action, except the decision of the nominating committee for president in its selection of a nominee, is subject to RI Board control, supervision, and approval. However, the RI Board does have jurisdiction over all actions and decisions that violate RI Bylaws sections 10.060. and 10.070. (RIB 16.090.) Committees are, by their nature, solely advisory to the RI Board with no administrative func-

tion, except as their prescribed terms of reference may otherwise provide. RI committees, resource groups, and resource group chairs and members shall not approach other organizations on behalf of RI to seek cooperative relationships or funding. Members of RI committees and resource groups shall not organize or conduct regional or international meetings on behalf of RI without written authorization from the president. (RCP 30.010.1.)

Committee Meetings

Except as otherwise provided in the RI Bylaws, committees meet at such times and places as determined by the president. (RIB 16.030.) Normally, RI committee meetings are held at RI World Headquarters in Evanston. (RCP 30.030.) A committee may transact its business without a formal meeting using any appropriate means of communication. (RIB 16.080.)

FINANCIAL MATTERS

Fiscal Year

The Rotary fiscal year begins 1 July and ends 30 June. (RIB 17.010.) For the collection of per capita dues and subscriptions, the fiscal year is divided into two semiannual periods extending from 1 July to 31 December and from 1 January to 30 June. (RIB 17.040.1.)

Budgeting Expectations

RI's affairs and funds are under the direction and control of the RI Board, which each year adopts a budget for the succeeding fiscal year in which anticipated total expenses shall not exceed total anticipated revenue. The general secretary may authorize the payment of expenses only to the extent that such expenses are within the budget approved by the RI Board.

However, 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 RI Board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided that such expenditure would not cause the general surplus fund to fall below 100 percent of such 85 percent level. Further, the RI 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 RI Board does not incur any expense resulting in indebtedness that exceeds RI's net assets. Full details of excess expenditures and the circumstances leading thereto shall be reported by the president to all officers of RI within 60 days and to the next convention. (RIC 6, 2; RIB 17.050.)

Publication of the Yearly Budget

The RI budget is published in a form determined by the RI Board and brought to the knowledge of all Rotary clubs by 30 September of each Rotary year. (RIB 17.050.5.)

Five-Year Financial Forecast

Every year, the RI Board considers a five-year financial forecast that describes the planned and expected development of RI's total revenues and expenses and of RI's general surplus fund balance. The Board presents this forecast to every Council on Legislation as background information for any financial proposal to be considered by the Council, with the first year of the forecast being the fiscal year in which the

Council is held. The five-year forecast is also presented by a director or other representative of the Board to each Rotary institute for discussion. (RIB 17.060.)

Revenue

RI's principal sources of the revenue are per capita dues from clubs, convention and conference registration fees, rental income from the tenants of the RI World Headquarters building, sale of publications, subscriptions and advertising income from the magazine, license fees and royalty payments, and interest, dividends, and market gains or losses on investments.

Per Capita Dues

Each club pays the following annual per capita dues to RI for each of its members, other than honorary members: US\$26.50 per half year in 2013-14, US\$27.00 per half year in 2014-15, and US\$27.50 per half year in 2015-16. (RIB 17.030.1.) Per capita dues are payable semiannually on 1 July and 1 January, based on the number of members of the club on these dates. (RIB 17.040.1.) Clubs and districts may also charge dues.

Financial obligations of clubs are discussed in chapter 1. District financial information is discussed in chapter 2.

Dues for Club Representation at the Council on Legislation

On 1 July of each year, each club pays additional per capita dues to RI for each of its members, other than honorary members, of US\$1 (or such other amount as determined by the RI Board) to pay for the projected expenses of the next scheduled Council on Legislation. These additional dues are held as a separate fund restricted to provide for the expenses of Council representatives, as well as other administrative expenses of the Council, in a manner to be determined by the RI Board. The RI Board must furnish to clubs an accounting of receipts and expenditures relating to the Council. (RIB 17.030.2., 17.040.1.)

Annual Publication and Distribution of RI and TRF Financial Report

No later than 31 December following the fiscal year-end, the general secretary publishes the [*Rotary International and The Rotary Foundation Annual Report*](#) (187), which includes information drawn from RI's audited financial statements (statements are posted in full at www.rotary.org). The report must, by individual office, clearly show all reimbursed expenses paid to and all payments made on behalf of the president, president-elect, president-nominee, each of the directors, and each of the trustees. In addition, the report must clearly show all reimbursed expenses paid to and all payments made on behalf of the office of the president. The report must also contain the expenditures of the RI Board, each major division of the RI administration, and the annual convention and must be accompanied by a statement comparing each of these line items with the budget adopted/revised in accordance with the RI Bylaws. More details are available to clubs upon request. (RIB 17.080., 22.060.)

Expenditures

No expenditure should be made for any purpose in excess of the appropriation made for that purpose without the prior consent of the RI Board. If an appropriation has been made for a specific purpose (e.g., the expenses of the governor-elect to the International Assembly), it cannot be transferred for some other purpose without the prior consent of the RI Board.

RI Travel Policy

All who travel at the expense of Rotary International must use the Rotary International Travel Service (RITS). All travel arrangements must comply with RI travel policy. For details, see the Rotary International Travel Policy available from RITS and at www.rotary.org.

PUBLICATIONS

Rotary International produces publications — printed, audio-visual, and electronic — in nine languages, with the purpose of promoting the ideals and mission of the organization. Content and design of Rotary publications should be under the direct supervision of the publishing entity's highest officer, either the club president, governor, or fellowship chair, and must conform to current RI policies, particularly those on using the Rotary Marks and prohibiting circularization. RI accepts no responsibility for the content of any non-RI publication. (RCP 52.020.1)

Rotary's Website

Rotarians are encouraged to visit Rotary's website to read the latest Rotary news and take advantage of many online features. Visitors to www.rotary.org, a site for the public, will find a vibrant, engaging site that tells Rotary's story to prospective members, donors, volunteers, the media, potential partners, and others. This site explores what is unique about Rotary, how Rotary is doing good in communities around the world, and how a non-Rotarian might contribute by volunteering, donating, joining a club, or partnering.

Rotarians will find a wealth of information tailored to their needs on the member site, My Rotary, www.rotary.org/myrotary. This site features a personalized dashboard for signed-in members and news and information relevant to each Rotarian's role, club, and location, as well as resources to help them run their clubs, districts, and programs more effectively. Rotarians can connect to the wider Rotary world by joining the discussion in Rotary's member community, and new tools help them create Rotary projects, raise support for them, and promote them.

Editors of Rotary communications in all media are welcome to use the information on the website in their own Rotary media, as long as they follow RI copyright policies. Rotarians in charge of club, district, and other Rotary Entity websites are encouraged to link to www.rotary.org for the benefit of those who wish to learn more about Rotary. (RIB 21, RCP 52.020.1.)

Rotary Leader

Rotary Leader is an electronic multimedia publication for Rotary club and district officers and other Rotary leaders. It was authorized by the RI Board to serve as a universal source of information on RI and Rotary Foundation programs, eliminating the need for specialized publications on individual programs. It also provides information and ideas that will help club and district officers better carry out their duties. It is the carrier of official communications to Rotary club and district officers.

Senior leaders, including RI directors and Foundation trustees; current club presidents and district governors; and Rotary coordinators, Rotary public image coordinators, and regional Rotary Foundation coordinators automatically receive email notification of each issue and are encouraged to share the publication with other club and district leaders. Although *Rotary Leader* is not intended for general distribution, anyone may subscribe to this free publication at www.rotary.org/rotaryleader.

Rotary Leader is produced in eight languages: English, French, German, Italian, Japanese, Korean, Portuguese, and Spanish.

Directories

RI issues an annual directory, known as the *Official Directory* (007), that lists all Rotary clubs, the names and addresses of their presidents and secretaries, and the time and place of their meetings, as well as names and addresses of RI officers and committee members and other appropriate information. This directory is published for the use of club officers and RI officers and committee members, and for the convenience of Rotarians when traveling. The official directories of RI, its districts and clubs, as well as any other database or list of names compiled in connection with a Rotary-related project or activity shall not be made available by Rotarians or by clubs or districts for the purpose of circularization. This applies to both electronic and printed directories. No member of a Rotary club shall use the *Official Directory* or any other database or list of names compiled in connection with a Rotary-related project or activity for commercial purposes. (RCP 11.030.)

Each year, RI offers one free copy of the *Official Directory* (in book or CD format) to the secretary of each club. Clubs may purchase additional copies in any quantity. (RCP 49.030.1.) The *Official Directory* is copyrighted.

The directory includes a list of RI official licensees. Licensees must be current with their royalty payments when the *Official Directory* goes to print. (RCP 34.030.7., 49.030.2.)

Clubs, districts, or zones desiring to publish their own directories may do so but without expense to RI. Any club, district, or zone directory must include a notice to the effect that the directory is not for distribution to non-Rotarians and may not be used as a commercial mailing list. (RCP 11.030.7.)

Publications and Multimedia Resources

RI issues various publications and multimedia resources (videos, DVDs, CDs) covering special subjects and programs. Visit the Rotary Shop site (shop.rotary.org) or see the *RI Catalog* (019) for a complete list, including prices, forms, supplies, and multimedia resources. Publications are available from RI World Headquarters and its international offices.

Except where the creation of a publication or multimedia resource has been authorized by specific decisions of the RI Board or convention, the general secretary is authorized to decide when a new resource will be published and in which languages, and when the publication or multimedia resource will be discontinued. (RCP 31.080.2.)

Translation of Rotary Literature

RI adheres to the following policy for publishing Rotary literature in languages other than English, RI's only official language:

- 1) RI provides translated versions of most essential club and district information in French, Japanese, Korean, Portuguese, and Spanish. Information is provided in Italian, German, Swedish, and Hindi based on identified needs and available resources.
- 2) Most RI publications are revised in English and other languages on a staggered triennial basis, with those publications most affected by the Council on Legislation to be revised after the Council. However, the general secretary is authorized to make exceptions to this policy. Recent changes in RI Board policy will be shared with club and district leaders on www.rotary.org.

- 3) A district or group of districts in which the Rotarians speak a language(s) other than those listed above may voluntarily translate, print, and distribute essential club information to their clubs. Publications translated by volunteers are not considered official RI translations. (RCP 48.020.)

ROTARY PROTOCOL

The following order of protocol is recommended for introducing, presenting, and seating all current, past, and future officers of RI and its Foundation, committee members, and their spouses at all RI meetings, functions, and receiving lines, and for listing in all RI publications:

- President (or president's representative)
- President-elect
- President-nominee
- Vice president
- Treasurer
- Director
- Executive Committee chair
- Other directors
- Past presidents (in order of seniority)
- Trustee chair
- Trustee chair-elect
- Trustee vice chair
- Other trustees
- General secretary
- Directors-elect
- Incoming trustees
- Directors-nominee
- Past directors (in order of seniority)
- Past trustees (in order of seniority)
- Past general secretaries (in order of seniority)
- President, immediate past president, vice president, and honorary treasurer of RIBI
- Rotary coordinators, Rotary public image coordinators, and regional Rotary Foundation coordinators
- District governors
- District governors-elect
- District governors-nominee
- Past district governors (in order of seniority)

At Rotary functions, officers should be addressed according to protocol only once with spouses included at the time of introduction. Individuals holding more than one office or past office, shall be ranked by the highest current or past office held.

After the recommended order of protocol above, the following additional order of protocol is recommended and should be modified to fit local customs and practice:

- Regional and zone-level committee members
- Assistant governors

District secretaries/treasurers
District committee members
Club presidents
Club presidents-elect
Club vice presidents
Club secretaries
Club treasurers
Club sergeants-at-arms
Other club board members
Club committee chairs
Past assistant governors
Rotarians
Rotary Foundation alumni
Rotarians' families

At district meetings, Rotarians visiting from a foreign country may be placed before local Rotarians of the same rank, as a courtesy.

High-ranking non-Rotarians may be given precedence in ranking according to local custom. Clubs and districts are encouraged to advise guests if protocol places Rotarians before non-Rotarians. (RCP 26.080.)

STATEMENTS ON ISSUES

Because its worldwide membership includes persons of many facets of political opinion, no corporate action or corporate expression of opinion shall be taken or given by Rotary International on political subjects. (RCP 26.040.)

As the association of Rotary clubs worldwide, RI maintains a neutral position and does not issue formal statements for or against any specific issues. It is through service initiatives of individual Rotary clubs, rather than declarations by the corporate body, that Rotary best demonstrates its commitment to peace and humanitarian endeavors. (RCP 26.140.)

Rotary is a nonreligious organization, and although many Rotarians are religious, Rotary was not founded on any particular religious creed.

RELATIONSHIPS WITH OTHER ORGANIZATIONS

To accomplish their missions, it is appropriate at times for RI and The Rotary Foundation to cooperate with the United Nations and other organizations that have a shared vision and common goals. Any cooperation with non-Rotary organizations must follow the procedures and criteria established by the RI Board. (RCP 35.010. through 35.030.)

The RI Board has also established guidelines for use of the [Rotary Marks](#) by non-Rotary organizations in such relationships with RI. For more information, see chapter 14 and Rotary Code of Policies section 33.

COORDINATED CONTACT LIST

Article 35 of the Rotary Code of Policies states that no officer or individual shall contact or solicit any other organization on behalf of RI or The Rotary Foundation without the written consent of the RI president in consultation with the Foundation trustee chair. In most cases, clubs, districts, and other Rotary Entities are encouraged to develop cooperative relationships with other organizations on behalf of their own projects. Check Rotary's website for the most up-to-date list.

In addition, because RI maintains consultative status with the United Nations, individual Rotary clubs, districts, or groups should not pursue registration with the UN. Anyone interested in working with a UN agency or affiliate should consult with the RI representatives to the United Nations and other organizations listed in the *Official Directory*. This well-established network of representatives connects Rotarians to appropriate contacts at UN agencies and other nongovernmental organizations and identifies possible opportunities for collaboration.

5 THE ROTARY FOUNDATION

The Rotary Foundation of Rotary International was established in 1917 as an endowment fund. It was named The Rotary Foundation by the 1928 convention. In 1931, it was organized as a trust, and in 1983, it was established as a not-for-profit corporation under the laws of the State of Illinois, USA. The Rotary Foundation is 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 Bylaws of The Rotary Foundation and extracts from the articles of incorporation can be found in part four of this manual.

THE MISSION OF THE FOUNDATION

The RI Board and The Rotary Foundation Trustees are committed to achieving The Rotary Foundation's mission through grants that build peace, prevent disease, provide clean water, support maternal and child health, promote education, and support local economies. (TRFC 1.030.)

APPOINTMENT AND ORGANIZATION OF TRUSTEES

There are 15 trustees, each nominated by the president-elect and elected by the RI Board in the year before taking office. The Trustees determine their committees and the duties of each. (TRFB 6.1) The chair of the Trustees appoints the members and chairs of all committees and any subcommittees (TRFC 2.030.2.); these are listed in the *Official Directory*.

GENERAL SECRETARY OF THE ROTARY FOUNDATION

The RI general secretary serves as the general secretary of The Rotary Foundation. The general secretary is the chief operating officer of The Rotary Foundation subject to the direction of the Trustees and the chair and responsible for implementing the Trustees' policies and for general management and administration of the corporation. (TRFB 5.9) The general secretary may delegate any of these Foundation duties to appropriate staff.

FISCAL MATTERS, FOUNDATION SUPPORT, AND DONOR RECOGNITION

Purposes of Foundation Funds

The 1983 articles of incorporation for The Rotary Foundation of RI give specific information on the purposes of Rotary's Foundation and the dedication of income and assets (see part four of this manual). The RI Bylaws provide the Trustees with the authority to make expenditures from the property of the Foundation, including those that do not require approval of the RI Board. (RIB 22.050.)

Stewardship of Foundation Funds

The Trustees recognize that the funds received from Rotarians and other supporters around the world are voluntary contributions reflecting their hard work and dedicated support. These donors have entrusted The Rotary Foundation with the faith and understanding that their contributions will be used effectively and for the purposes for which they were given.

Therefore, the Trustees, acting in their capacity as stewards of these funds, stress the importance of proper fiscal management in any activity associated with the grants and programs of The Rotary Foundation. The Trustees rely on the integrity of the districts, the clubs, and the Rotarians engaged in project implementation to ensure that funds are used effectively for the purposes for which they were given. The Trustees will promptly investigate any irregularities coming to their attention and take whatever action may be appropriate.

In order to ensure funds are properly managed, districts must complete the qualification process before receiving Rotary grant funds. More information about qualification can be found in the [District Qualification Memorandum of Understanding](#) and the [Club Qualification Memorandum of Understanding](#).

Tax Advantages and Contributions

In some countries, contributions to The Rotary Foundation or related entities may be deducted in connection with the filing of income tax returns, or may receive other tax considerations. Clubs and individuals should ascertain from local authorities whether Foundation contributions receive tax advantages in their respective countries.

In the United States, The Rotary Foundation has been recognized as a tax-exempt, charitable entity under section 501(c)(3) of the Internal Revenue Code. Further, the U.S. Internal Revenue Service has classified the Foundation as “one that is not a private foundation as defined in section 509(a) of the Code.” Some tax deductibility or benefit is currently available for some contributions in Argentina, Korea, the Netherlands, New Zealand, Norway, and the Philippines.

Associate Foundations

A limited number of associate foundations exist in countries where Rotarians can receive a tax benefit through the associate foundation. The Trustees have established a set of criteria and guidelines that must be met before an associate foundation may be formed. Associate foundations must be approved by and have reporting requirements to the Trustees. Some tax deductibility or benefit is currently available for some contributions in Australia, Brazil, Canada, Germany, India, Japan, and the United Kingdom, where associate foundations are present.

Raising Funds for the Foundation

As an officer of RI, the governor has direct responsibility for promoting The Rotary Foundation within the district, to the end that the aims and purposes of the Foundation in furthering world understanding and peace may become better known and supported. All gifts are to be considered for acceptance in accordance with the Foundation’s Gift Acceptance Policy. This policy is available at www.rotary.org.

SHARE System

Participation in Foundation programs is an important part of the Foundation’s success. To allow districts a voice in how contributions are spent and the fullest possible participation, the Trustees developed the SHARE system for the allocation of funds.

All district Annual Fund SHARE contributions are divided into two categories: District Designated Fund (DDF) and World Fund. The distribution between these two funds is 50 percent to DDF and 50 percent to the World Fund. Contributions made in a given year will be eligible to be spent three years later. The district may use its DDF for district grants, global grants, Rotary Peace Fellowships, and dona-

tions to PolioPlus. The World Fund supports other Foundation activities such as PolioPlus, Rotary Peace Centers, the Foundation match of global grants, packaged grants, and other Foundation programs as determined by the Trustees. (TRFC 22.)

Additional SHARE system information can be found in the [District Rotary Foundation Committee Manual](#) (300) and [The Rotary Foundation Reference Guide](#) (219), as well as in [The Rotary Foundation Code of Policies](#).

Contributions to the Foundation

Rotary suggests that governors stress through regular channels — the district Rotary Foundation committee, the district training assembly, district and club Foundation seminars, and club visits — the importance of Rotarians' and clubs' annual contributions to The Rotary Foundation. Every Rotarian should be encouraged to contribute to the Annual Fund of The Rotary Foundation every year to support the continued growth of Foundation grants. Rotarians are also encouraged to consider making provisions in their wills or other estate plans for gifts to the Endowment Fund.

Contributions of any size may be made to three funds:

- 1) *Annual Fund*, the primary source of funding for the grants and activities of the Foundation. Contributions are used approximately three years after they are contributed.
- 2) *Endowment Fund*, an endowment fund from which available earnings are spent in support of Foundation grants and activities. The objective of the Endowment Fund is to ensure maintenance of a minimum level of grant activity and facilitate new or expanded programs in the future. RI encourages Rotarians to consider providing special support to the Endowment Fund as a demonstration of commitment to Rotary as a movement for the centuries and a world leader in international service.
- 3) *PolioPlus Fund*, which pays all grants made in support of the PolioPlus program and its goal of the worldwide eradication of poliomyelitis.

Individual Contribution Recognition Opportunities

Donors contribute to The Rotary Foundation to support its grants and programs. To acknowledge Foundation donors, the Trustees provide various types of donor recognition. All contributions are credited to a Rotary club designated by the donor.

See [The Rotary Foundation Reference Guide](#) (219), for details on each type of recognition.

PART TWO

Carrying Out Rotary's Mission

To carry out Rotary's mission, Rotary clubs and districts should be aware of Rotary's guiding principles and values statements. When developing service projects, Rotarians should keep these concepts in mind and assess the needs of the community. (RCP 40.050.)

6 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. These values have been captured in various guiding principles and other statements over the years. To carry out Rotary's mission, it is important to be familiar with them to truly understand the history of commitment to professionalism and service that is Rotary's legacy.

THE FOUR-WAY TEST

The Four-Way Test was created in 1932 by Rotarian Herbert J. Taylor, who later became president of Rotary International. The Board agreed that it should be brought to the attention of Rotary clubs.

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?

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. (RCP 33.050.)

Any Rotary club or group of clubs that reproduces The Four-Way Test in something it distributes should list the names of the clubs directly after the reproduction. The Four-Way Test should not be referred to as a "code" in any sense.

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 4)

The RI Board has agreed that the four explanatory statements in the Object of Rotary are of great and equal significance and are actions that must be taken simultaneously. (RCP 26.020.)

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.)

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.)

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. Rotary International's core values are:

- Service
- Fellowship
- Diversity
- Integrity
- Leadership

For a description of these values, see the [Core Values](#) statement.

7 AVENUES OF SERVICE

Rotary's Avenues of Service guide the work of every Rotary club:

- 1) Club Service
- 2) Vocational Service
- 3) Community Service
- 4) International Service
- 5) Youth Service

CLUB SERVICE

Club service involves action a member should take within the club to help it function successfully.

For more information on club service, see the [*Club Service Projects Committee Manual*](#) (226D).

VOCATIONAL SERVICE

Vocational service promotes high ethical standards in businesses and professions, recognizes the worthiness of all dignified occupations, and fosters the ideal of service in the pursuit of all vocations. Members conduct themselves and their businesses in accordance with Rotary's principles.

Rotary Code of Conduct

As a Rotarian, I will:

- 1) Exemplify the core value of integrity in all behaviors and activities
- 2) Use my vocational experience and talents to serve in Rotary
- 3) Conduct all of my personal, business, and professional affairs ethically, encouraging and fostering high ethical standards as an example to others
- 4) Be fair in all dealings with others and treat them with the respect due to them as fellow human beings
- 5) Promote recognition and respect for all occupations which are useful to society
- 6) Offer my vocational talents: to provide opportunities for young people, to work for the relief of the special needs of others, and to improve the quality of life in my community
- 7) Honor the trust that Rotary and fellow Rotarians provide and not do anything that will bring disfavor or reflect adversely on Rotary or fellow Rotarians
- 8) Not seek from a fellow Rotarian a privilege or advantage not normally accorded others in a business or professional relationship

For more information on vocational service, see [*An Introduction to Vocational Service*](#) (255).

COMMUNITY SERVICE

Community service comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within the club's locality or municipality.

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)

The Board has requested the general secretary to include the 1923 Statement on Community Service in future editions of the *Manual of Procedure* because of its historical value. (RCP 8.040.3.)

1923 Statement on Community Service

The following statement was adopted at the 1923 convention and amended at subsequent conventions:

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 suggestion 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.

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

- 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. (23-34, 26-6, 36-15, 51-9, 66-49)

For more information on community service, see the following publications:

- [*Community Assessment Tools*](#) (605C)
- [*Communities in Action*](#) (605A)

INTERNATIONAL SERVICE

International 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.

YOUTH SERVICE

Youth 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 5)

It is the responsibility of each Rotarian to prepare young people by improving their life skills to ensure a better future while recognizing the diversity of their needs. All clubs and districts are encouraged to undertake projects that support the fundamental needs of the New Generations: health, human values, education, and self-development. (RCP 8.060.)

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 2.110.1.)

Youth Protection

All Rotarians, clubs, and districts must follow the Statement of Conduct for Working With Youth and the RI guidelines for abuse and harassment prevention established by the general secretary, which include the following requirements:

- 1) An independent and thorough investigation must be made into any claims of sexual abuse or harassment.
- 2) Any adult involved in a Rotary youth program against whom an allegation of sexual abuse or harassment is made must be removed from all contact with youth until the matter is resolved.
- 3) Any allegation of abuse must be immediately reported to the appropriate law enforcement agency, in accordance with RI's zero-tolerance policy.
- 4) A club must terminate the membership of any Rotarian who admits to, is convicted of, or is otherwise found to have engaged in sexual abuse or harassment. A non-Rotarian who admits to, is convicted of, or is otherwise found to have engaged in sexual abuse or harassment must be prohibited from working with youth in a Rotary context. A club may not grant membership to a person who is known to have engaged in sexual abuse or harassment.
- 5) If an investigation into a claim of sexual abuse or harassment is inconclusive, then, for the safety of youth participants and the protection of the accused, additional safeguards must be put in place to ensure the protection of any youth with whom the individual may have future contact. If there are subsequent claims of sexual abuse or harassment, the adult shall be permanently prohibited from working with youth in a Rotary context. Regardless of criminal or civil guilt, the continued presence of the adult could be detrimental to the reputation of the organization and could be harmful to youth. It can also benefit the adult in preventing additional accusations from other youth.

A person who is accused but later cleared of charges may apply to be reinstated to participate in youth programs. Reinstatement is not a right, and no guarantee is made that he or she will be reinstated to his or her former position. (RCP 2.110.3)

Failure to Comply With Youth Protection Laws

A club must appropriately address any allegations that one of its members has violated youth protection laws. Any club that fails to do so may have its membership suspended or terminated by the RI Board. (RIB 3.030.4.)

International Travel by Youth

Recognizing that Rotary clubs and districts are encouraged to undertake activities that develop youth, club and district programs or activities that involve minors undertaking travel outside their local community must develop, maintain, and comply with youth protection policies and written procedures. With the exception of travel and tours operated by or on behalf of host districts, Youth Exchange travel is subject to the policies outlined in Rotary Code of Policies section 41.060.11.

Clubs and districts

- 1) Shall obtain written permission from the parents or guardians of all youth participants in advance of travel outside the local community
- 2) Shall provide parents or legal guardians with specific details about the program, location of event, travel itineraries, sleeping accommodations, and contact information for program organizers before departure
- 3) Should, when traveling 150 miles away from home residence or out of home country, require the parents or legal guardians of each minor to provide travel insurance for the minor, which includes such coverage as medical (when traveling outside home country), emergency medical evacuation, repatriation of remains, and legal liability, in amounts satisfactory to the club or district organizing the activity or event, with coverage from the time of the minor's departure from home until the return home

Club and district policies and procedures should include:

- 1) Volunteer application and screening procedures
- 2) Outlines of volunteer job descriptions and responsibilities
- 3) Supervision standards for ratio of adults to minors
- 4) A crisis management plan, including:
 - a) Handling medical and other emergencies and providing for adult support
 - b) Procedures for communicating with parents and legal guardians
- 5) Written guidelines for reporting and follow-through on allegations or incidents consistent with RI policy (RCP 2.110.4.)

Rotary clubs may not send or receive Youth Exchange students outside of the structure of their district's Youth Exchange program. No individual Rotarian, club, or district shall undertake an alternative program structure to send minors abroad that circumvents RI youth protection policies, Youth Exchange policy, or the immigration and travel policies of any nation or government. No individual Rotarian, club, or district shall assist or cooperate in sending a young person abroad on an international travel activity unless careful plans are made in advance covering every aspect of the proposed trip, including approval from the district youth protection officer and district Youth Exchange committee chair. In districts without

a youth protection officer, the district governor and the district Youth Exchange committee chair must approve the arrangements. (RCP 41.060.22.)

For a complete guide to abuse and harassment prevention and guidelines, see the [*Abuse and Harassment Prevention Training Manual and Leaders' Guide*](#) (775).

8

ROTARY'S PROGRAMS

PROGRAMS AND ACTIVITIES

Programs are organized activities for clubs and districts, recommended by the RI Board, that Rotary supports through guidelines, resources, and staff support. Additional program information can be found at www.rotary.org.

Interact

Interact is a club for young people ages 12-18 who join together to tackle issues in their school or community. Interactors serve others, develop leadership skills, and make new friends. With their Rotary sponsors, Interact clubs carry out a minimum of two service projects per year — one to help the community and another to promote international understanding. (RCP 41.010.)

Interact clubs are organized, sponsored, and supervised by Rotary clubs that are located within their district boundaries. At least one Rotary club must serve as the Interact club's sponsor. Rotary International must certify all Interact clubs, and all sponsoring Rotary clubs must provide annual updates about the Interact club, including the Interact club president, Rotarian adviser, or faculty adviser, every year. Interact clubs may be school-based or community-based. (RCP 41.010.)

Information on how to start and sustain an Interact club can be found in the *Interact Handbook* (654) and at www.rotary.org.

Rotaract

Rotaract is a club for university students and young adults ages 18-30 in which young leaders connect to exchange ideas, serve their communities, and build lasting friendships. With Rotary clubs as sponsors, Rotaract clubs conduct hands-on service projects, help their members develop as young professionals, and connect with the vibrant global community of Rotaract. (RCP 41.020.)

Rotaract clubs are organized, sponsored, and supervised by Rotary clubs that are located within their district boundaries. Rotary International must certify all Rotaract clubs. Rotaract clubs are required to send information to RI twice each year. They must submit membership rosters no later than 30 September and 31 March. Rotaract clubs may be university-based or community-based. (RCP 41.020.)

The position of district Rotaract representative provides Rotaractors the opportunity to grow as leaders within their districts and advance Rotaract in their regions. Any district with two or more Rotaract clubs must elect a district Rotaract representative. The district Rotaract committee and the district governor determine the method of election. Before taking office, the district Rotaract representative must have served as a Rotaract club president or as a member of the district Rotaract committee for one full term. The district governor and the district Rotaract committee chair should be consulted to resolve any election disputes. Rotary International will not intervene. (RCP 41.020.)

The district Rotaract committee should be composed of equal numbers of Rotarians and Rotaractors, with the district Rotaract committee chair (a Rotarian) and the district Rotaract representative (a Rotaractor) serving as co-chairs. District Rotaract committee chairs and representatives should help Rotaract clubs develop collaborative relationships with their sponsoring Rotary clubs and establish personal contacts with the members. (RCP 41.020.)

The continued well-being of Rotaract clubs depends on the guidance, support, and active participation of their sponsor Rotary clubs. Rotarians should be involved in the training of Rotaractors, Rotaract club officers, directors, and committee chairs. Sponsor Rotary clubs should

- Pay for and strongly encourage the attendance of club officers, directors, and committee chairs at all relevant and necessary district-level training meetings
- Appoint Rotarian mentors to Rotaractors in their sponsored Rotaract clubs
- Promote multidistrict and international training opportunities for Rotaractors, including the Rotaract Preconvention Meeting

Rotary districts shall pay for the attendance of district Rotaract representatives at district, multidistrict, or international leadership training meetings. District governors are encouraged to defray all or part of the costs associated with the attendance of district Rotaract representatives-elect at the Rotaract Preconvention Meeting. (RCP 41.020.)

More information about Rotaract can be found in the [Rotaract Handbook](#) (562) and at www.rotary.org.

Rotary Community Corps

A Rotary Community Corps, or RCC, is a group of non-Rotarian men and women who share Rotary's commitment to service. Under the guidance of a sponsoring Rotary club, dedicated RCC members put their own skills to work to improve the quality of life in their communities.

The goals of the RCC program are

- 1) To encourage individuals to take responsibility for the improvement of their village, neighborhood, or community
- 2) To recognize the dignity and value of all useful occupations
- 3) To mobilize self-help activities and collective work to improve the quality of life
- 4) To encourage the development of human potential to its fullest, within the context of the local culture and community (RCP 41.030.)

The membership of each corps consists of adults with good character and leadership potential. Membership is open to men and women who live, work, or study in or near the corps' community. (RCP 41.030.)

An RCC can be formed only in a Rotary country or geographical area. A corps is organized, sponsored, and counseled by a Rotary club or clubs in the same country or geographical area as the RCC and is established following the endorsement of the governor on certification and recognition by RI. Its continued existence depends on the continued sponsorship of its sponsoring Rotary club or clubs and continued recognition by RI.

Rotary clubs and districts should support Rotary Community Corps in these ways:

- Promoting Rotary Community Corps as a viable service program that can have a positive impact on communities, using publications, video, the Internet, club presentations, and other methods to do so
- Suggesting and encouraging the formation of Rotary Community Corps in underrepresented areas to expand the scope of the RCC program
- Establishing strong relationships between Rotary Community Corps and their sponsor Rotary clubs
- Suggesting that Rotary clubs appoint a Rotary Community Corps committee

- Advising Rotary Community Corps to select sustainable activities and projects that are based on thorough assessment of the community's specific needs and that utilize the skills of the corps members
- Supporting good project management within Rotary Community Corps to ensure long-term project success
- Encouraging Rotary Community Corps to develop relationships with nongovernmental organizations, community organizations, and local government for collaboration and support on community development initiatives when appropriate (RCP 41.030.1.)

Detailed information about RCC can be found in the [Rotary Community Corps Handbook](#) (770) and at www.rotary.org.

Rotary Friendship Exchange

Rotary Friendship Exchange is a program in which Rotarians and their families carry out reciprocal visits and homestays in other countries to advance international understanding, goodwill, and peace through people-to-people contacts. (RCP 41.040.)

There are two types of Friendship Exchanges:

- 1) Visitor exchange, in which individual Rotarians, who may be accompanied by family members, spend a few days in the home of a Rotarian in another country
- 2) Team exchange, in which four to six Rotarian couples visit several communities in the host district for up to one month

Both are coordinated by a district Friendship Exchange committee and carried out at no expense to RI. Districts are encouraged to arrange univocational exchanges, in which the host and guest Rotarians have the same occupation. Rotarians are encouraged to arrange Friendship Exchanges in conjunction with the RI Convention.

Detailed program information can be found in the [Rotary Friendship Exchange Handbook](#) at www.rotary.org.

Rotary Youth Exchange

Youth Exchange provides youth ages 15-19 an opportunity to visit or study in a country other than their own. If the laws and regulations of the specific countries involved permit it and the participating clubs and districts agree, older participants may be eligible.

There are two types of Youth Exchange:

- Long-term exchanges allow the student to study in another country for an academic year
- Short-term exchanges allow the student to visit another country for as little as a few weeks

All students must apply locally and be sponsored by a Rotary club in their community. Their parents or legal guardians are expected to provide health, accident, and liability insurance and roundtrip transportation to and from the hosting district. Host families for the students are expected to provide room and board for the student, while the hosting or receiving district should provide for all educational expenses, as well as a modest monthly allowance for those students on a long-term exchange. Exchanges are organized between sponsoring and hosting districts by agreement and are expected to be reciprocal. All club, district, and multidistrict Youth Exchange programs are encouraged to enhance risk management efforts to

prevent and respond appropriately to any alleged instances of physical, sexual, and emotional abuse involving program participants. In addition, clubs and districts are strongly encouraged to consult legal counsel regarding liability issues before undertaking Youth Exchange activities, including advice on securing liability insurance.

Governors are encouraged to appoint district Youth Exchange officers or committees and include incoming governors as members of these committees. The district Youth Exchange officers or committees are under the supervision of their respective governors. (RCP 41.060.)

Youth Exchange District Certification

The general secretary maintains a district certification program for Youth Exchange. The certification process requires all district Youth Exchange programs to provide Rotary International with documentation illustrating that they have adopted the youth protection, student support, and other guidelines. All club and district Youth Exchange programs must comply with RI youth protection policies and other requirements in order to participate in the Youth Exchange program. Only certified districts may participate in the Youth Exchange program, and districts conducting exchanges with noncertified districts jeopardize their own certification status. (RCP 41.060.)

Additional Youth Exchange information can be found in the [Youth Exchange Handbook](#) (746) and at www.rotary.org.

Rotary Youth Leadership Awards

Rotary Youth Leadership Awards (RYLA) is a leadership development program organized at the club, district, or multidistrict level. While participants can be any age, most events focus on secondary school students, university students, or young adults. Rotarians can use RYLA to engage at-risk youth, reconnect with Rotary alumni, or mentor young professionals to become responsible leaders. (RCP 41.050.)

RYLA programs should include a core curriculum addressing the following topics:

- 1) Fundamentals of leadership
- 2) Ethics of positive leadership
- 3) Importance of communication skills in effective leadership
- 4) Problem solving and conflict management
- 5) What Rotary is and what it does for the community
- 6) Building self-confidence and self-esteem
- 7) The elements of community and global citizenship, while reflecting issues of local relevance carried out in a manner appropriate to local customs (RCP 41.050.3.)

More information about RYLA can be found in [Rotary Youth Leadership Awards](#) (694) and at www.rotary.org.

Global Networking Groups

Global Networking Groups are groups of individual Rotarians organized internationally to focus on shared topics of interest. Global Networking Groups include Rotary Fellowships and Rotarian Action Groups. All Global Networking Groups are governed by these conditions:

- 1) Activities must be conducted independently of RI but in harmony with RI policy, including the use of the Rotary Marks.

- 2) No group may be used to promote religious beliefs, political issues, or other organizations.
- 3) RI recognition of a group in no way implies legal, financial, or other obligation or responsibility on the part of either RI or any district or club.
- 4) A group may not act on RI's behalf, represent or imply that it has the authority to do so, or act as an agency of RI.
- 5) All groups must be self-sustaining financially, administratively, and otherwise.
- 6) No group may exist or function in any country in violation of its laws. (RCP 42.010., 42.020.)

Rotary Fellowships

A Rotary Fellowship is a group of Rotarians who unite themselves to pursue a common vocational or recreational interest in order to further friendship and fellowship. Governors should appoint a district Rotary Fellowships committee with a chair and at least three members to encourage participation in Rotary Fellowships among the clubs of the district. (RCP 21.050.) Individual fellowships are not covered by RI insurance and are encouraged to assess their own risk and secure coverage as appropriate. (RCP 42.010.)

Official recognition of fellowships is subject to RI Board review and approval and other policies on fellowship formation. (RCP 42.010.3.)

Detailed information can be found in the [Rotary Fellowships Handbook](#) (729), and a list of fellowships is maintained at www.rotary.org.

Rotarian Action Groups

A Rotarian Action Group is an association of Rotarians who unite themselves to conduct international service projects that advance the Object of Rotary. A list of all Rotarian Action Groups is posted at www.rotary.org. Interested Rotarians are encouraged to contact these groups as resources in conducting service projects. (RCP 42.020.)

Intercountry Committees

An intercountry committee (ICC) promotes contact between districts and clubs in two or more countries and increases fellowship and intercultural understanding among the people of various nations. Rotarians are encouraged to create new intercountry committees to foster stronger ties between Rotarians, clubs, and districts from different countries and establish international networks. Intercountry committees should be promoted at all Rotary meetings.

The mission of an intercountry committee is to

- 1) Build a force that will encourage Rotarians to visit each other's countries and homes
- 2) Strengthen friendships and projects by encouraging clubs and districts to connect with those in other countries
- 3) Contribute to world peace

Recommended ICC activities include:

- Assisting in the development of new Rotary clubs
- Developing a sister- or twin-club network between participating countries
- Conducting Rotary Friendship Exchanges between participating countries
- Initiating or carrying out international service projects
- Initiating or carrying out vocational service projects

Although only districts may form and join intercountry committees, individual Rotarians, their spouses, Rotaractors, and Rotary clubs may participate in their activities. Intercountry committees function under the direction and with the close cooperation of the respective governors. Participating districts should appoint a Rotarian to serve as the district liaison to the national section chair.

Each intercountry committee is organized and operated as an independent activity of individual districts and is not a part of the program of RI. However, intercountry committees undertaking service activities that extend more than one year should comply with RI's policy for multidistrict service activities. Clubs and districts are encouraged to use established ICC relationships to enhance their participation in Rotary grants, especially in the development of global grants. (RCP 37.030.)

9 AWARDS

AWARDS

Awards offer clubs and districts a way to acknowledge, encourage, and inspire Rotarians and others in their service efforts. Given the number of available awards, governors may wish to appoint a committee to assist with publicizing them and selecting nominations.

The following awards are available for Rotarians:

- Avenues of Service Citation
- Club Builder Award
- Rotary Foundation Citation for Meritorious Service
- Rotary Foundation Distinguished Service Award
- Rotary Foundation District Service Award
- Service Above Self Award
- Service Award for a Polio-Free World
- Vocational Service Leadership Award

The following awards are available for clubs:

- Membership Development and Extension Award
- Presidential Citation
- Recognition of Membership Development Initiatives
- Recognition of Smaller Club Membership Growth
- Significant Achievement Award

Other awards include:

- Family and Community Service Award
- Polio Eradication Champion Award
- Presidential Citation for Rotaract and Interact Clubs
- Recognition of Outstanding Rotaract Project
- The Rotarian Spouse/Partner Service Award
- Rotary Foundation Alumni Association of the Year Award
- Rotary Foundation Global Alumni Service to Humanity Award
- Rotary International Award of Honor
- World Interact Week Certificate of Recognition
- World Rotaract Week Certificate of Recognition

For more information about awards, including deadlines, application information, and eligibility requirements, see www.rotary.org.

10 AREAS OF FOCUS

Rotary clubs serve communities around the world, each with unique concerns and needs. Rotarians have continually adapted and improved the way they respond to those needs, taking on a broad range of service projects. The most successful and sustainable Rotary service tends to fall within one of the following six areas:

- Peace and conflict prevention/resolution
- Disease prevention and treatment
- Water and sanitation
- Maternal and child health
- Basic education and literacy
- Economic and community development

Rotary recognizes these six areas of focus as organizational priorities, and there are countless ways that Rotarians can address these needs locally and internationally. For ideas, consult the publication *Rotary's Areas of Focus* (965).

Clubs and districts can apply for [Rotary Foundation global grant](#) funding by targeting specific goals for one or more of the [areas of focus](#).

AREAS OF FOCUS RESOURCES

- Peace and conflict prevention/resolution
 - [Rotary Centers for International Studies in peace and conflict resolution](#)
- Disease prevention and treatment
 - [Rotarian Action Groups](#) specializing in this area
 - Rotary's strategic partnership with [Mercy Ships](#)
- Water and sanitation
 - [Water and Sanitation Rotarian Action Group](#) (WASRAG)
 - [Technical guides](#) developed by WASRAG
 - [Rotary International-USAID International H2O Collaboration](#)
 - Rotary's strategic partnership with [UNESCO-IHE](#)
- Maternal and child health
 - [Rotary's strategic partnership with Aga Khan University](#)
 - [Rotarian Action Group for Family Health and AIDS prevention](#)
 - [Rotarian Action Group for Population Growth & Sustainable Development](#)
- Basic education and literacy
 - Rotary's partnerships with the [International Reading Association](#) and the [Dollywood Foundation's Imagination Library](#)
- Economic and community development
 - [Rotary Community Corps program](#)
 - [Rotarian Action Group for Microcredit](#)

For more information on the areas of focus, refer to the [Areas of Focus Policy Statements](#).

11

ROTARY GRANTS

The RI Board and The Rotary Foundation Trustees have approved the following grants as tangible and effective means of furthering the objectives of the Foundation:

Rotary Foundation district grants

Rotary Foundation global grants

Rotary Foundation packaged grants

Rotary Centers for International Studies in peace and conflict resolution

Details can be found at www.rotary.org/grants.

ROTARY GRANTS

District Grants

District grants are block grants made to districts to support activities that fit within the mission of the Foundation. Districts may receive one grant per year and can use these funds to support scholarships and vocational teams, sponsor volunteer service, provide disaster recovery, and carry out community and international service projects. District grants allow flexibility to Rotarians in carrying out grant activities and are fully funded through District Designated Fund (DDF) allocations.

Global Grants

Global grants fund large-scale projects and activities that:

- Align with one or more of the areas of focus
- Respond to a need that the benefiting community has identified
- Include the active participation of the benefiting community
- Strengthen local knowledge, skills, and resources
- Provide long-term benefit to the community after the Rotary club or district has concluded its work
- Have measurable results
- Involve active Rotarian participation

Global grants offer a minimum World Fund award of US\$15,000 for a minimum project budget of \$30,000. The World Fund award is based on a 100 percent match of DDF allocations or a 50 percent match of cash contributions. Global grants must have two primary sponsors: a host partner in the country where the activity takes place and an international partner outside the country. Both must be qualified to receive grants. Global grants may support humanitarian projects, scholarships, or vocational training teams. (TRFC 11.040.)

Packaged Grants

Packaged grants provide opportunities for Rotary clubs and districts to work with the Foundation's strategic partners on predesigned activities that are funded entirely from the World Fund. These projects and activities support the areas of focus and can include humanitarian projects, scholarships, and vocational training teams.

All grant applications are found online. Go to www.rotary.org/grants for the latest information.

Qualification and Stewardship

In order to apply for Rotary grant funds, districts and clubs need to become qualified by completing the qualification process.

District Qualification

The online qualification process ensures that clubs and districts have the necessary financial and stewardship controls in place to appropriately manage grant funds. The district governor, district governor-elect, and district Rotary Foundation committee chair are responsible for authorizing the [District Qualification Memorandum of Understanding \(MOU\)](#). Once qualified, districts can apply for Rotary grants and are also responsible for qualifying their member clubs.

Club Qualification

Districts qualify their clubs to receive global and packaged grants. Districts may decide to require their clubs to be qualified to receive district grant funds. The club president and president-elect are responsible for authorizing the [Club Qualification MOU](#) each year. The club must send at least one club member to the [grant management seminar](#) organized by the district.

Stewardship

The Trustees stress the importance of proper fiscal management in the planning, implementation, and reporting of all Rotary grants. The Trustees will promptly investigate any irregularities that come to their attention and take appropriate action. The grant's recipients and sponsors and all others associated with the project are expected to:

- 1) Treat Rotary Foundation funds as a sacred trust to be constantly safeguarded from loss, misuse, or diversion and to be used only for the stated purpose, which shall be strictly interpreted
- 2) Ensure competent and thorough oversight of the project with clear delineation of responsibility and in accordance with the terms of [qualification](#)
- 3) Implement projects as approved by the Trustees in their grant award; any deviation from the agreed terms or changes in the implementation of the project must receive prior written authorization from The Rotary Foundation
- 4) Arrange for independent financial and performance reviews or audits in accordance with current Trustee policy and guidelines
- 5) Provide timely and detailed reports based on the grant requirements
- 6) Implement grant activities in a manner that avoids any actual or perceived conflict of interest (TRFC 10.030.)

Foundation Grant Project Auditing and Monitoring

The governor, district Rotary Foundation committee chair, district grants subcommittee chair, and the stewardship committee may be asked to help the Foundation monitor grant projects. At the Foundation's request, the governor (or a designee) shall assist in addressing the project and the specific problem. If necessary, this review may include soliciting a response from project sponsors for clarification, reporting information to the Foundation, collecting progress or final grant reports,

helping to determine the status of a project, reiterating Foundation guidelines, and handling local disagreements. (TRFC 14.030.)

Governors are encouraged to visit Foundation grant-funded projects and help identify, resolve, or prevent problems from occurring. Governors also are encouraged to make site visits to assess the outcome of past projects. The involvement of district governors in district-sponsored grants and club presidents in club-sponsored grants as *ex officio* members of project committees assists in reducing the likelihood of irregularities in handling of grant funds.

If a problem cannot be resolved by club, district, or zone leaders, a member of the Rotary Foundation Cadre of Technical Advisers may be assigned to assist Rotarians' development, implementation, or cancellation of the project. Many grant projects are monitored or audited by these Rotarians, who volunteer relevant technical expertise. (TRFC 14.020.)

Ineligibility for Foundation Grant Awards

No award under programs supported by The Rotary Foundation will be made to a Rotarian, with the specific exemption of all volunteer services as identified by the Trustees; an employee of a club, district, or other Rotary Entity, or of RI; 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 the above two categories. (TRFB 9.3) Persons ineligible under this policy remain ineligible for 36 months after a Rotarian resigns his or her club membership.

The ideal of service is best exemplified by a policy that provides, in effect, that those who contribute to the Foundation should not also benefit from Foundation programs, either directly or indirectly. The Rotary motto Service Above Self is best exemplified through charitable and educational programs based on unselfish service to deserving persons who are not Rotarians or their relatives.

ROTARY CENTERS FOR INTERNATIONAL STUDIES IN PEACE AND CONFLICT RESOLUTION

The Rotary Peace Centers program is a major educational and peace priority of The Rotary Foundation. The Foundation has established Rotary Peace Centers in partnership with distinguished universities around the world. The Foundation sponsors Rotary Peace Fellowships for study in one- to two-year master's-level or three-month certificate programs in international studies, peace, and conflict resolution at the Rotary Peace Centers. (TRFC 13.010.1.)

For more information on Rotary Peace Fellowships, go to www.rotary.org/grants.

FOUNDATION ALUMNI

All former Foundation program participants are considered alumni of The Rotary Foundation. Rotary's alumni relations efforts are undertaken to help program alumni develop a continuing affiliation with Rotarians and other Rotary alumni from around the world. As former program participants, alumni have developed a commitment to the world community and continue to share Rotary's vision of furthering understanding and peaceful relations among all people.

Sponsoring districts are encouraged to consider the following actions to enhance relationships with program alumni in their districts and to help achieve the intended objectives of the programs in which they participated:

- 1) Formally greet all alumni upon their return home

- 2) Ensure that alumni complete required presentations primarily in the sponsoring district, as specified in their programs' guidelines
- 3) Encourage alumni to join a Rotary Foundation alumni association or establish one if one does not already exist in their geographic area
- 4) Encourage alumni to participate in Rotary projects
- 5) Arrange for articles about Rotary Foundation alumni activities in appropriate publications
- 6) Invite alumni to the district conference
- 7) Invite alumni to annual Foundation dinners or other functions
- 8) Organize regular reunions of alumni
- 9) Keep alumni records current
- 10) Consider alumni as potential Rotary members
- 11) Invite alumni to contribute to the Foundation as appropriate
- 12) Invite alumni to participate in the recruitment and selection processes for outbound program participants
- 13) Ask alumni to participate in orientation programs for outbound program participants in the district
- 14) Invite alumni to attend or speak at district and club functions (TRFC 16.020.1.)

It is also the district's responsibility to maintain a current list of all district alumni, advise Rotary of any changes to alumni's postal or email addresses or phone or fax numbers, and ensure that the person responsible for this district list passes it on to his or her successor.

Alumni Associations

All Rotary districts are encouraged to establish alumni associations for former program participants in their area. Alumni associations can serve as sources of

- 1) Rotary club membership
- 2) Support for Rotary programs, such as future participant selection and orientation processes and service projects
- 3) Support for RI and Foundation public relations efforts
- 4) Financial support for the Foundation
- 5) Pride in identifying with an outstanding group of men and women

12 POLIOPLUS

PolioPlus is a special program of Rotary International and has highest priority over all other programs until the certification of eradication is achieved. (RCP 40.010.)

The goal of PolioPlus is the global certification of the eradication of polio. After several years of involvement with polio-related activities, Rotary began the PolioPlus program in 1985. By 1988, Rotarians raised over US\$240 million and mobilized thousands of volunteers to assist in massive immunization campaigns and polio eradication activities around the world. Rotary was, in large part, the catalyst for the World Health Assembly's adoption of the goal of global polio eradication in 1988. By the time the world is certified polio-free, Rotary's contributions to the global polio eradication effort will have exceeded \$1.2 billion.

The program includes any activity that directly supports the eradication of polio. These include supporting National Immunization Days, tracking the virus through surveillance programs, vaccinating particularly vulnerable children in hard-to-reach places, and informing national governments and other funding sources of the urgency, need, and benefits of investing funds to eradicate polio.

The International PolioPlus Committee (IPPC) coordinates all PolioPlus elements, directs all regional and national PolioPlus committees, and recommends policies and strategies to the Trustees to help achieve polio eradication. Each country or region carrying out polio eradication activities has a PolioPlus committee to oversee these activities; all are listed in the [Official Directory](#).

Grant proposals to support polio eradication efforts are developed through formal consultation with the appropriate interagency coordinating committee partners, such as national ministries of health, UNICEF, and the World Health Organization. The IPPC reviews proposals to ensure consistency with PolioPlus policy and funding priorities and makes appropriate recommendations to the Trustees.

In accordance with action taken by the 1995 Council on Legislation and reconfirmed in 2007, the Trustees and RI Board of Directors affirm that global eradication is, and must remain, the premier goal of Rotary International and its Foundation until the day the world is certified as being rid of the poliovirus. (TRFC 12.030.)

More PolioPlus information can be found in the [District Rotary Foundation Committee Manual](#) (300) and at www.rotary.org. For a current fact sheet, contact the Secretariat.

PolioPlus Partners

PolioPlus Partners is a subprogram of PolioPlus that provides funding directly to national PolioPlus committees in polio-affected countries for specific social mobilization and surveillance activities.

13 SPECIAL OBSERVANCES

In order to recognize and focus service, the Board has established several observances.

Special Observance	2013-14	2014-15	2015-16
Membership and Extension Month	August 2013	August 2014	August 2015
New Generations Month	September 2013	September 2014	September 2015
Vocational Service Month	October 2013	October 2014	October 2015
Rotary Foundation Month	November 2013	November 2014	November 2015
World Interact Week	4-10 November 2013	3-9 November 2014	2-8 November 2015
Family Month	December 2013	December 2014	December 2015
Rotary Awareness Month	January 2014	January 2015	January 2016
World Understanding Month	February 2014	February 2015	February 2016
Rotary's Anniversary: World Understanding and Peace Day	23 February 2014 (109th)	23 February 2015 (110th)	23 February 2016 (111th)
Literacy Month	March 2014	March 2015	March 2016
World Rotaract Week	10-16 March 2014	9-15 March 2015	7-13 March 2016
Magazine Month	April 2014	April 2015	April 2016
Rotary Fellowships Month	June 2014	June 2015	June 2016

MEMBERSHIP AND EXTENSION MONTH

August is Membership and Extension Month. Rotarians, clubs, and districts focus on expanding Rotary and seeking new members.

NEW GENERATIONS MONTH

September is designated New Generations Month in order to focus on all Rotary activities that support the development of young people. Rotary clubs are encouraged to use the slogan Every Rotarian an Example to Youth in club bulletins and publicity material during New Generations Month. (RCP 8.060.3.)

VOCATIONAL SERVICE MONTH

Vocational Service Month is observed each October to emphasize the involvement of clubs in the everyday practice of the ideals of vocational service. Recommended club activities during Vocational Service Month include recognizing a volunteer at a district-level event, promoting involvement in Rotary Fellowships, sponsoring a vocational service activity or project, and promoting membership development in open classifications. (RCP 8.030.3.)

ROTARY FOUNDATION MONTH

The RI Board and the Trustees have agreed to observe Rotary Foundation Month each November. During this month, clubs are urged to devote at least one club program to the Foundation. (RCP 8.020.)

WORLD INTERACT WEEK

The RI Board asks Rotary and Interact clubs to observe the week (Monday through Sunday) that includes 5 November as World Interact Week. (RCP 41.010.5.)

FAMILY MONTH

Rotarians, clubs, and districts worldwide are encouraged to demonstrate their commitment to family and community through projects, activities, and events in celebration of Family Month each December. (RCP 40.070.)

ROTARY AWARENESS MONTH

Rotarians, clubs, and districts should raise awareness about Rotary in their community each January.

WORLD UNDERSTANDING MONTH

February is designated World Understanding Month. During this month, clubs are urged to present club programs and other activities emphasizing understanding and goodwill as essential for world peace. (RCP 8.020.)

ROTARY'S ANNIVERSARY: WORLD UNDERSTANDING AND PEACE DAY

The anniversary of the first Rotary club meeting, 23 February, is observed as World Understanding and Peace Day. On that day, each club should give special recognition and emphasis to Rotary's commitment to international understanding, friendship, and peace. (RCP 40.080.)

LITERACY MONTH

In March, Rotarians are encouraged to raise awareness of literacy issues and to organize literacy projects at home and abroad.

WORLD ROTARACT WEEK

The RI Board encourages Rotary and Rotaract clubs to observe the week (Monday through Sunday) that includes 13 March as World Rotaract Week. (RCP 41.020.5.)

MAGAZINE MONTH

Each April, club members promote their [Rotary regional magazine](#) or [The Rotarian](#). They can also discuss how to use these resources to get project ideas, to recruit new members, and to renew excitement about Rotary.

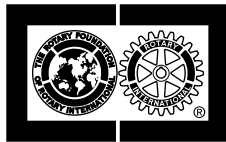
ROTARY FELLOWSHIPS MONTH

June is designated Rotary Fellowships Month to recognize the importance of international fellowship and goodwill among Rotarians with similar recreational and vocational interests, promote increased participation in fellowships, and increase understanding of this program. The RI Board encourages these groups to celebrate Rotary Fellowships Month through projects, activities, and events. (RCP 42.010.9.)

14 USE AND PROTECTION OF THE ROTARY MARKS

The Rotary International Bylaws state: “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.” (RIB 18.010.) Thereby, the RI Board is entrusted with maintaining, preserving, and otherwise protecting the use of RI’s intellectual property. To fulfill this responsibility, RI owns, protects, and oversees the use throughout the world of Rotary’s intellectual property, including the trademarks and service marks collectively referred to as the “Rotary Marks.”

The Rotary Marks include the word “Rotary,” the Rotary emblem, and many other words and logos, some of which are shown below. For a more extensive list of the Rotary Marks, see Rotary Code of Policies section 33.005.



- Doing Good in the World
- End Polio Now
- Every Rotarian, Every Year
- Fellowship Through Service
- A Global Network of Community Volunteers
- Humanity in Motion
- Interact®
- Interact Club®
- Interota®
- One Profits Most Who Serves Best
- Paul Harris®
- Paul Harris Fellow®
- Paul Harris Society
- PolioPlus®
- PPH
- RCC
- RI®
- RITS®
- Rotaract®
- Rotaract Club®
- Rotarian®
- *The Rotarian*®
- Rotary®
- Rotary Club®
- Rotary Community Corps
- The Rotary Foundation®
- The Rotary Foundation of Rotary International®
- Rotary Images
- Rotary International®
- Rotary International Travel Service®
- *Rotary Leader*
- Rotary.org
- Rotary World Magazine Press
- Rotary Youth Exchange
- Rotary Youth Leadership Awards
- RWMP
- RYE
- RYLA®
- Service Above Self®
- TRF

The Rotary Marks also include all RI themes and theme logos, all RI Convention logos, and any new marks created to meet members' current needs. Rotary clubs, Rotary districts, and other Rotary Entities are encouraged to use the Rotary Marks as long as they follow RI Board guidelines. (RCP 33.005.) Global ownership rights remain with RI in accordance with the bylaws in order to maintain the integrity and exclusivity of ownership of the Rotary Marks and to preserve and protect them for use by Rotarians throughout the world. (RIB 18.010.) Rotary clubs and Rotarians are therefore asked not to apply for trademark registration of the Rotary Marks. The Rotary Marks are available in downloadable files at www.rotary.org and may be used by the membership in accordance with RI policy and [Tell Rotary's Story: Voice and Visual Identity Guidelines for Rotarians](#) (547A).

The word “Rotary” and the Rotary emblem are registered as trademarks and service marks in over 75 countries, and that number grows each year. Other Rotary Marks are also registered but on a more limited basis. The registration of RI’s intellectual property enhances the association’s exclusive use of the marks and strengthens RI’s position to prevent misuse by other individuals and entities. (RCP 34.010.) RI also protects the Rotary Marks by registering domain names, by licensing the right to use the Rotary Marks on goods and in publications, by creating guidelines for their use by the members, and by monitoring and policing the use of the same or similar marks by third parties.

REPRODUCING THE ROTARY MARKS

As part of its commitment to strengthening Rotary, RI has developed comprehensive guidelines to help achieve a coordinated global Rotary message. You can strengthen Rotary by using the new [*Tell Rotary’s Story: Voice and Visual Identity Guidelines for Rotarians*](#) (547A) when developing your club and district materials.

Rotary Colors

The official colors of RI are royal blue and gold. (80-102)

[*Tell Rotary’s Story: Voice and Visual Identity Guidelines for Rotarians*](#) (547A) gives further specifications for reproducing the Rotary emblem and guidelines for maintaining a standardized, coordinated identity for all Rotary materials.

Alteration, Modification, or Obstruction of the Rotary Marks

The Rotary name, Rotary emblem, and other Rotary Marks should not be altered, modified, or obstructed in any way or reproduced other than in their complete form. (RCP 33.010.1., 33.030.6., 33.030.8.) The Rotary emblem or any other Rotary Mark may be overwritten (watermarked, printed, screened, or embossed) provided the Rotary Mark is not otherwise partially covered or obstructed. (RCP 11.040.6., 33.030.14.)

Current information for accurate reproduction of the Rotary Marks, specifications for reproducing the Rotary emblem, guidelines for maintaining a standardized, coordinated identity for all Rotary materials, and allowances for modifying the Rotary Mark may be found in [*Tell Rotary’s Story: Voice and Visual Identity Guidelines for Rotarians*](#) (547A).

USE OF THE ROTARY MARKS BY ROTARY CLUBS, ROTARY DISTRICTS, AND OTHER ROTARY ENTITIES

On its own, the word “Rotary” normally refers to the entire organization, Rotary International and/or The Rotary Foundation. It also means the ideals and principles of the organization. Use of the word “Rotary” by itself is limited to the uses approved in the RI constitutional documents or authorized by the RI Board. Clubs and groups of clubs should use only the name under which they were organized by RI. (RCP 33.030.6., 33.040., 33.040.6., 33.040.12.)

The term “Rotarian” is used exclusively to designate a member of a Rotary club and in the name of the official magazine, *The Rotarian*. (80-102, RIC 13, RCP 33.040.14., 51.010.2.)

Project and Program Names and Materials

Board guidelines specify that, in naming an activity, project, or program, a Rotary club, Rotary district, or other Rotary Entity must use the name of the Rotary Entity, and not just the word “Rotary.” Identifying a project or program only with “Rotary” or the Rotary emblem could signal that it is an RI project or program, especially because the Rotary emblem includes the words “Rotary International.”

Similarly, RI Board guidelines require that the name of the Rotary Entity or other Rotary Marks be used together with the Rotary emblem in materials used in conjunction with these activities. The name of the Rotary Entity should be placed close to and in equal prominence with the Rotary emblem or other Rotary Marks on all materials used for the activity (see [Tell Rotary's Story: Voice and Visual Identity Guidelines for Rotarians](#) [547A] for specific recommendations). The use of such identifiers ensures that recognition is given to the proper Rotary Entity and helps to strengthen the trademarks. For example:

Correct

Rotary District 0000 Tree Planting Program

Rotary Club of Anytown Village

Incorrect

Rotary Tree Planting Program

Rotary Village

The Rotary Marks should always be reproduced in their entirety. No abbreviations, prefixes, or suffixes, such as “Rota,” are permitted.

If Rotarians would like to use the name “Rotary,” the Rotary emblem, or other Rotary Marks for a Rotary Entity project or program without using an additional identifier, contact your Club and District Support representative for information about licensing opportunities or obtaining a Board exception. Rotarians who coordinate existing club, district, multidistrict, or other Rotary Entity projects and programs, including doctor banks, are asked to review the project or program names and materials and make any changes necessary to ensure they are consistent with this policy, or to see that the proper licensing or policy exceptions are in place. (RCP 16.030., 33.030.6., 33.040.6., 33.040.7., 33.040.8.)

The word “Rotary” may be used only in connection with or in the name of an activity that is under the full control of a club or group of clubs. It should not be used in connection with or in the name of any organization that includes non-Rotarian individuals or organizations. (RCP 33.040.6., 33.040.9., 33.040.10., 33.040.12., 33.040.13.)

Print and Electronic Publication Names and Domain Names

Rotary's official magazine, *The Rotarian*, is the only publication that may use the word “Rotarian” in its name. Rotary clubs, Rotary districts, and other Rotary Entities may not use the word “Rotarian” in the names of any of their publications. (80-102, RCP 33.040.14., 51.010.2.)

A Rotary Entity's website is a publication, just as a Rotary Entity's newsletter is a publication. The content and design of these publications should conform to current RI policies, including those concerning the use of the Rotary Marks and prohibiting circularization and solicitation. In particular, whenever Rotary Entities use the name “Rotary,” the Rotary emblem, or other Rotary Marks, they are asked to use the further identifier of the name of the Rotary Entity involved. When selecting a domain name that includes the word “Rotary,” Rotary Entities should also include further identifying language of the name of the Rotary Entity. For example:

Correct

www.anytownrotaryvillage.org

www.anytownrotaryclub.org

www.rotarydistrict0000.org

www.anytownrotaryclubproject.org

Incorrect

www.rotaryvillage.org

www.rotarian.org

www.riactivity.org

www.rotaryproject.org (RCP 52.020.1.)

Before registering domain names, Rotary Entities are encouraged to check with their Club and District Support representatives to ensure the proposed name com-

plies with Board policy. The RI Board has developed a detailed domain name registration and maintenance policy. (See RCP 52.020.1. and www.rotary.org.)

Foundation Activity Names

A club or district may use the name “Rotary” in connection with club or district foundation activities as long as the following conditions are met:

- 1) The use relates the activity to the club or district concerned and not to RI.
- 2) The word “International” is not used in connection with or in the name of the club or district foundation activity.
- 3) The name of the club or district foundation activity begins with the club name or the district designation.
- 4) The words “Rotary” and “Foundation,” when used in connection with a club or district foundation activity, are separated in the name of the activity. (RCP 31.030.16., 33.040.5.)

Use of Rotary Marks on or in Connection With Buildings and Other Permanent Structures

To avoid mistaken identification with RI, a Rotary club, Rotary district, or other Rotary Entity planning the construction or acquisition of a building or other permanent structure should comply with both of the following:

- 1) The name of the venture and any legal documents in connection with the permanent structure should use the name of the Rotary club, Rotary district, or other Rotary Entity involved and not just “Rotary” or “Rotary International.” Rotary clubs and districts wishing to use “Rotary” in the naming of a building without language that identifies the club or district may be able to do so under certain naming rights or licensing opportunities from RI. Contact your Club and District Support representative for more information.
- 2) The Rotary emblem or other of the Rotary Marks may be used on or in the permanent structure, so long as they are not permanently affixed. For example, consider placing a plaque instead of etching the Rotary name or emblem into the façade of a building or inlaying the Rotary name or emblem into a wall or floor. The Board will not require the removal of any Rotary Marks that were permanently affixed to a building before 2001 if removing them would cause permanent and irreparable damage to the building or incur unreasonable costs to a Rotary Entity. (RCP 33.040.2.)

USE OF THE ROTARY MARKS BY ROTARIANS

The RI Constitution guarantees that “every member of a club shall be known as a Rotarian, and shall be entitled to wear the emblem, badge, or other insignia of RI.” (RIC 13) Rotarians are encouraged to use the Rotary name and emblem on personal cards and stationery; however, Rotarians may not use the emblem on business stationery or business cards of individual Rotarians, nor should they use the Rotary Marks on other business promotional materials, such as brochures, catalogs, and websites. (80-102, RCP 33.030.2., 33.030.3., 33.030.4.) Purchase of these goods should otherwise meet RI’s licensing requirements.

Rotarians may not use the name and emblem, Rotary club membership lists, or other lists of Rotarians for the purpose of furthering political campaigns. Any use of the fellowship of Rotary as a means of gaining political advantage is not within the spirit of Rotary. (RCP 33.040.1.)

OTHER RECOGNIZED USES OF THE ROTARY EMBLEM

Various other uses of the Rotary emblem are permitted, including use on all stationery and printed matter issued by RI or member clubs (RCP 33.030.2.); on the official Rotary flag (RCP 33.030.2., 33.030.10.); on badges, banners, decorations, and printed matter of Rotary International conventions and all other official Rotary functions; on furniture or furnishings (including rugs and carpets) of RI or member clubs (RCP 33.030.2.); and on road signs of member clubs (RCP 33.030.2.). Purchase of these goods should otherwise meet RI's licensing requirements.

MISCELLANEOUS

The use of the words "Rotary Club," "Rotary International," "Rotary," and "Rotarian" in any manner not authorized by the RI Constitution, RI Bylaws, or action of the RI Board is prohibited. (80-102, RCP 33.005.)

Use of the Rotary Marks by RI Officers and Special Appointees

No officer of RI shall permit the publication of his or her title as such officer in connection with his or her official position or membership in any other organization, except with the consent of the RI Board. No other use of the Rotary Marks in conjunction with the trademarks or on the letterhead of any other organization or for any commercial purpose is authorized. (80-102, RCP 33.030.2., 35.010.4.)

Incoming, current, and past RI officers and Rotarians appointed by the president or the Board to serve in various capacities are authorized to use the Rotary Marks in printed and electronic publications, on stationery, and on websites developed in connection with their roles as RI leaders. Such use should include a clear indication of the capacities in which they have served and their years of RI service. In the case of a website, every consideration shall be made to ensure it is clear that the website is that of the Rotarian and not an RI site, so as to avoid confusion among Rotarians and potential liability for RI. If necessary, the general secretary may require a disclaimer to be placed on such websites. Use of the Rotary Marks in domain names should comply with Board policy. (RCP 33.030.3., 33.040.2., 33.040.4., 52.020.1.)

Use With the Marks of Others

The Rotary Marks may be used together with the emblem or logo of another organization if there is a recognized relationship between RI and the party or institution represented by the other emblem or logo. If there is no recognized relationship, then the Rotary Marks should not be used with any other emblem or logo in a manner that leads the viewer to conclude that a relationship exists between RI and the other entity. When Rotary clubs, Rotary districts, or other Rotary Entities obtain the cooperation of other local organizations — commercial or not — there often are requests for the Rotary emblem or other of the Rotary Marks to appear with other emblems or designs. The RI constitutional documents do not recognize such uses, except for the purposes of limited sponsorships or cooperative relationships under RI Board guidelines. (RCP 11.040.6., 33.020., 33.030.12., 33.030.13., 33.030.14., 35.010., 35.010.1., 35.010.2., 35.010.3., 35.020., 35.030., 35.040., 35.050., 36.010.) Contact your Club and District Support representative for up-to-date information. The RI Board has also denied permission for the Rotary emblem or other Rotary Marks to be used by other organizations or in the emblems and logos of other organizations, no matter how worthy the cause. (RCP 33.030.13., 33.040.11.)

The RI Board has made a commitment to the careful development of sponsorship, partnership, and cooperative relationship opportunities for RI. This includes development of guidelines for use by districts, clubs, and other Rotary Entities.

(See RCP 11.040.6.) When Rotary Entities work with non-Rotary entities on projects, the overall design of any promotional materials, including printed matter or merchandise, should not use the emblems of the two organizations in combination. It is best under such circumstances that the identity and duration of the project be specified. The name of the participating Rotary Entity should be clearly expressed. The RI Board guidelines governing these uses include specific requirements for the use of the Rotary Marks by corporate sponsors and cooperating organizations. (RCP 33.030.14.) Check the Rotary website or contact your Club and District Support representative for the most current version of each of these guidelines.

Use of Rotary Marks by Other Groups or in Combination With Other Marks

The use of the word “Rotary” by any group other than provisional Rotary clubs in a manner meant to indicate or imply status as a club or as an affiliate of a club or of RI is not authorized. RI will take such steps as may be practicable or necessary to stop any such unauthorized use of the word “Rotary” or other Rotary Marks. (RCP 33.040.9., 33.040.11.) In no instance may the Rotary emblem be displayed, used as a lapel pin, or incorporated into any other design if it is not under the exclusive control of the RI Board. (RCP 33.030.13., 33.040.11.)

Section 18.020. of the RI Bylaws provides: “The use of such name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by RI.” This rule does not apply to Rotary programs, nor does it apply in the cases of corporate sponsorship, partnership, or cooperative relationships. (RIB 18.020., RCP 11.040.6., 33.030.14.)

Historically, many Rotary clubs have shown an interest in and have sponsored different organizations, such as clubs for youth. Those that run clubs have requested to use the Rotary emblem or other insignia to identify other groups and their members as associated with Rotary. Rotarians are encouraged to assist and encourage any group seeking to emulate the Rotary example. However, no matter how worthy the purposes of the organization, RI does not permit such groups to use the Rotary Marks. This position is not intended to discourage these organizations, but it is believed that suitable names and insignia can be devised without infringing on RI’s terminology and emblems. (RCP 33.030.13., 33.040.11.)

Email

Rotary Entities should take care to comply both with RI circularization and solicitation policies in their use of email communications and with RI policy on the use of the Rotary Marks, including by using proper identifying language of the Rotary Entity to be represented. (RCP 11.030.1., 11.030.2., 11.030.3., 11.030.4., 11.030.5., 11.030.6., 11.030.7., 33.030.6.)

INTERACT AND ROTARACT NAMES AND EMBLEMS

Use by Interact and Rotaract Clubs and Districts

When the Interact and Rotaract names and emblems (which are also Rotary Marks) are used to represent a particular club, the name of that club should be used close to and in equal prominence with the emblem. Similarly, where an Interact or Rotaract district exists, it may use the respective emblem but only together with a reference to the district number and/or name. (RCP 33.060.3., 41.010., 41.020.) Current information about correct use of the Interact and Rotaract marks and guidelines for maintaining a standardized, coordinated identity for all Interact and Rotaract materials may be found at www.rotary.org.

Naming Publications

Interact clubs and Rotaract clubs planning publications (including electronic publications) to promote or support their club activities may use the Interact and Rotaract emblems together with the name of the club or number of the district in the name or masthead of the publication. (RCP 33.060.3)

Other Uses

In all other instances, the guidelines governing the use of the Rotary Marks apply to the Interact and Rotaract names and emblems, including the requirements of RI's licensing system. (RCP 33.005., 34.010.)

COMMERCIALIZATION OF ROTARY MARKS

Section 18.020. of the RI Bylaws provides the following statement pertaining to the use of the name and emblem: "*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." Rotary clubs and individuals may not use the Rotary emblem or other Rotary Marks as marks for the sale of merchandise. (80-102, RIB 18.020., RCP 33.020., 33.030.2., 34.050.3)

Because the Rotary Marks are symbols of service and high ethical standards, they are very attractive to those who would like to use them for commercial purposes. Commercial use of the Rotary Marks would imply a certain level of quality for products or services bearing the Rotary Marks. The Rotary emblem and other Rotary Marks are the symbols of the clubs and the service they provide and should not be used for purposes other than identifying clubs and their members.

The Rotary Marks may not be used for commercial purposes except as permitted under RI's licensing procedures. (RCP 34.010.) Examples of commercialization include the following:

- 1) Use as a trademark, service mark, collective membership mark, or special brand of merchandise
- 2) Use in combination with other non-Rotary marks except as noted with Rotary programs (80-102, RCP 33.030.2.)

Clubs and Districts Wishing to Sell Merchandise With the Rotary Marks

Some Rotary clubs and districts wish to engage in the sale of merchandise bearing the Rotary Marks, many times for fundraising purposes. The Board encourages such projects as useful fundraising and promotional activities for clubs and districts and has established a number of policies to make such sales possible, including the Event-Specific Exception to RI's Licensing Requirements and licensing under a number of different tiers in RI's Licensing System, some specifically geared toward fundraising (see Licensing of the Rotary Marks).

Event-Specific Exception to RI's Licensing Requirements

Clubs, districts, and other Rotary Entities may sell merchandise bearing the Rotary Marks for event-specific fundraising activities without being licensed by RI when they are promoting projects of limited duration. In order to qualify for this exception, merchandise sold in conjunction with such special projects must include, in addition to any of the Rotary Marks, all of the following:

- 1) The name of the Rotary club, Rotary district, or other Rotary Entity, which should be displayed in close proximity to the Rotary Mark and given equal prominence

- 2) The name of the fundraising event or project
- 3) The date or duration of the event or project (RCP 34.040.2.)

Clubs, districts, and other Rotary Entities may sell merchandise that does not meet these criteria by becoming licensed by RI. (The sale of merchandise does not, in itself, constitute an “event” for the purpose of this exception to RI’s licensing policy.) For more information, contact the RI Licensing section at RILicensingServices@rotary.org.

Licensing of the Rotary Marks

To meet its responsibility to maintain and preserve the Rotary emblem, and with a view to strengthening the Rotary Marks in terms of legal protection, the RI Board established and maintains the RI Licensing System. RI licenses nearly 300 individuals, Rotary clubs, Rotary districts, and corporations to sell an array of products. (RCP 34.010.) Because the Rotary Marks are trademarks and service marks owned by RI, only those companies or individuals licensed or otherwise given permission by RI are authorized to reproduce the Rotary Marks. Numerous individuals and corporations have applied to RI for authorization to manufacture and sell products bearing the Rotary emblem and other Rotary Marks. These products include lapel buttons, badges, decorations, mugs, and road signs, among many others.

RI has license types for big and small companies including commercial companies as well as Rotary clubs and districts. Some license types were created specifically for fundraising opportunities. If you or your club or district is interested in licensing opportunities from RI, contact the RI Licensing section at RILicensingServices@rotary.org.

RI will not license the Rotary Marks in any way that disparages, or falsely suggests a connection with, persons, institutions, beliefs, or national symbols or brings them into contempt or disrepute. The Rotary emblem shall not be used by any person, firm, or corporation as a trademark, nor shall the word “Rotary” or “Rotarian” be used by any person, firm, or corporation as its trade name, brand name, or as a description of any article of merchandise manufactured or sold. (RIB 18.020., RCP 33.020., 33.020.2., 34.050.3.)

Licenses are not authorized to sell recognition items using the likeness of Paul Harris or the terms “Paul Harris Fellow,” “Rotary Foundation Sustaining Member,” or “Benefactor.” (RCP 34.050.7)

All vendors who want to sell merchandise through advertising in *The Rotarian* or any Rotary regional magazine must become officially licensed by RI, where the merchandise is intended to be customized to contain the Rotary Marks. (RCP 34.060.1.)

Lapel pins may be licensed regardless of size as long as the emblem is reproduced correctly. (RCP 34.050.2.)

Purchase of Merchandise Bearing the Rotary Marks

All Rotarians and Rotary Entities are encouraged to purchase merchandise bearing the Rotary Marks only from authorized licensees of RI. RI recognizes that Rotarians may need to produce customized merchandise that bears the Rotary Marks for a specific event or purpose. All Rotarians are asked always to first seek out RI licensees for this customized Rotary emblem merchandise and to seek such merchandise from a nonlicensee only when such merchandise is not reasonably available from an RI licensee. In each case, the nonlicensed vendor must obtain the specific review and approval of the RI Licensing section for the use of the Rotary Marks (RILicensingServices@rotary.org). (RCP 34.010.5., 34.040.1.)

License Plates, Stamps, and Coins

The Board has developed policies for Rotary clubs and districts that wish to collaborate with a government monopoly to offer a vehicle license, a postal stamp, or minted currency bearing the Rotary name and/or emblem as a public relations effort and, where appropriate, as a charitable fundraising mechanism. Such projects are exempt from a licensing royalty obligation, provided the project meets the criteria established by the Board. For more information, contact the RI Licensing section at RILicensingServices@rotary.org. (RCP 34.070.3., 34.070.4.)

Affinity Credit Cards, Phone Calling Cards, and Information Cards

RI has entered into agreements for a number of affinity credit card programs in different parts of the world. If you are interested in obtaining one of these affinity credit cards, which raise funds for The Rotary Foundation, see the Rotary website for more information.

RI does not permit Rotary Entities to participate in their own affinity credit card programs, to enter into agreements for these types of programs, or to offer affinity cards bearing the Rotary Marks as a fundraising activity. (RCP 9.030.3., 34.070.2.)

RI does not permit the use or licensing of phone calling cards using any of the Rotary Marks, including the words “Rotary,” “Rotarian,” “Rotary International,” “Rotary District,” or the Rotary emblem. Rotary Entities are not authorized to offer prepaid phone cards bearing the Rotary Marks as a fundraising activity. (RCP 9.030.2., 34.070.1.)

RI does not approve information cards for Rotary clubs, Rotary districts, or other Rotary Entities or as licensed products (as defined in the RI license agreement) to be sold by RI licensees, whether or not they bear the Rotary Marks. (RCP 34.070.5.)

Prohibition of Solicitation of Districts, Clubs, and Rotarians

Only companies that are licensed to sell merchandise bearing the Rotary Marks may solicit districts, clubs, or Rotarians for the purchase of merchandise bearing the Rotary Marks under the specific terms set out in their license agreements. No such solicitation is permitted by nonlicensed vendors. (RCP 34.010.5.)

ROTARY FLAG

The official flag of Rotary consists of a white field with the Rotary emblem emblazoned in the center. The entire wheel should be of gold, with the four depressed spaces in the rim of royal blue. The words “Rotary” and “International” in the depressions should be of gold. The shaft opening in the hub and the keyway are white. (80-102, RCP 33.030.2., 33.030.10.)

A club displaying this flag as a club flag may use in large blue letters above the wheel the words “Rotary Club” and below the wheel the names of the city and state, province, or country. (80-102, RCP 33.030.10.)

MOTTOS

Service Above Self and One Profits Most Who Serves Best are the official Rotary mottos. The former is the principal motto of Rotary. (50-11, 51-9, 89-145, 01-678, 04-271, RCP 33.080.) The latter was modified by the 2010 Council on Legislation, which replaced the word “they” with “one.”

Doing Good in the World is the motto of The Rotary Foundation. (TRFC 7.090.1.)
Fellowship Through Service is the Rotaract motto. (RCP 41.020.6.)

PART THREE

International Meetings

15 ROTARY INTERNATIONAL CONVENTION

The Rotary International Convention is held annually in the last three months of the fiscal year (April, May, or June) at a time and place determined by the RI Board. (RIC 9, 1)

The primary purpose of the annual convention is to inspire and inform all Rotarians at an international level, particularly incoming club presidents, governors-elect, and other incoming club and RI officers, so that they will be motivated to further develop Rotary at club and district levels. The convention is also intended to be a celebration of the lifelong friendships that are built in Rotary, so socializing and entertainment are not only appropriate but important at this worldwide gathering, as long as they do not detract from the convention's primary purpose. (RCP 57.010.)

CONVENTION SITE SELECTION PROCESS

The general secretary maintains current information on cities around the world reporting to have facilities and services available to hold a Rotary International Convention and works with the RI Board to develop plans for future convention locations. Potential host districts may request the current site selection criteria from Rotary International World Headquarters.

CONVENTION PROGRAM

The convention program has standard components including plenary sessions, which should inspire and inform Rotarians; a workshop on The Rotary Foundation, a workshop on membership, and a workshop for club presidents-elect; special activities arranged by the various Global Networking Groups (RCP 57.120.); exhibit space for special projects; sale of official licensee merchandise (RCP 57.120.5.); and sale of convention logo merchandise and souvenirs indigenous to the region of the convention.

PRECONVENTIONS

The Rotaract Preconvention and Youth Exchange Officers Preconvention are held immediately before the convention and are part of the official convention program. Meeting content is tailored for the specific audience of each meeting, and registration is open to any convention attendee. (RCP 41.020.8., 41.060.27)

CLUB REPRESENTATION AT THE CONVENTION

Each club participates in the voting at each convention or arranges to do so by having a delegate present at each convention or by giving its proxy votes to those qualified to receive and exercise them. (RIC 9, RIB 9)

Electors

While every Rotarian is entitled to attend the convention, each club is represented there by one voting delegate for every 50 of its members or major fraction thereof. For example, a club with 60 members would have one delegate, but a club with 80 members would have two. Each club is entitled to at least one delegate. Clubs may be represented by proxy. Each RI officer and each past RI president still holding active membership in a Rotary club is a delegate at large. (RIC 9, 3 and 4)

These accredited delegates, proxy holders, and delegates at large, known as electors, constitute the voting body of the convention. (RIC 9, 5)

Voting Procedure

Voting in the convention is usually viva voce (participants say “aye” or “yes” in favor of a measure or “no” if not in favor) with some exceptions as listed in the Rules of Procedure below.

PUBLICITY

Convention host organizations are asked not to promote future conventions until after the current year’s convention. However, in order to increase awareness of the following year’s convention, RI will provide a link to that convention’s website and permit advance promotion activities at PETS, before the completion of the current year’s convention. (RCP 57.020.)

REGISTRATION FEE

Each person 16 years of age or older attending the convention must register and pay a registration fee; the RI Board determines the amount. No elector or proxy is entitled to vote in the convention unless the registration fee has been paid. (RIB 9.070.)

RULES OF PROCEDURE

Parliamentary rules of procedure for RI conventions were adopted by the Council on Legislation in 1977 (77-105) and subsequently amended by the Council in 1980 (80-97), 1983 (83-193), and 1986 (86-226). The rules are similar to those used by the Council on Legislation (see chapter 17). Delegates and proxies representing one-tenth of the clubs constitute a quorum at any plenary session of the convention. (RIB 9.080.1.)

The convention rules set forth the following voting procedures:

- 1) Voting in the convention is generally viva voce. The presiding officer announces the result of a vote or may direct a “division,” or standing vote, in which each elector stands to be counted as one vote.
- 2) If an elector doubts the correctness of the announcement, the elector should immediately call for a division.
- 3) The presiding officer is authorized to declare the result of any standing vote without an actual count. This declaration is final, unless a demand for an actual count is promptly made and, upon being given an opportunity, at least 20 other electors join in that demand.

In that case, the presiding officer appoints counting officers and again takes the vote, this time by first having the affirmative rise, be counted, and be seated and then having the negative rise, be counted, and be seated. The presiding officer announces the report of the counting officers, and the announcement is final.

For the nomination and election of officers, an elector is entitled to cast as many votes as the elector holds of delegate’s certificates and proxies; however, a delegate at large may vote only on matters submitted to the convention as a whole.

16 INTERNATIONAL ASSEMBLY

The International Assembly is held each year, usually in January in San Diego, California, USA. The specific time and place are determined in accordance with section 19.010.2. of the RI Bylaws.

PURPOSE

The purpose of the International Assembly is to provide governors-elect with

- 1) Inspiration and motivation
- 2) Interpretation and implementation of the president-elect's theme as announced by the president-elect and updates on Rotary's most current priorities and initiatives
- 3) Effective methods of implementing the initiatives of the organization
- 4) Practical techniques for leading, training, and motivating club and district leaders

The assembly also gives governors-elect and other attendees an opportunity to discuss and plan their activities during their year as governor.

PARTICIPANTS

Assembly participants include the RI president; the president-elect and other directors; the president-nominee, if any; the directors-elect; the directors-nominee; Foundation trustees; the general secretary; the governors-elect; the officers-nominee of RIBI; and other designated official participants. (RCP 58.070.1)

ATTENDANCE

The International Assembly is a training meeting. Therefore, attendance is restricted to participants and their spouses. The president-elect is authorized to determine whether other participants are allowed, and only if special requests are made. (RCP 58.040.1)

SPOUSE SESSIONS

Each assembly includes a spouse program consisting of motivational speeches, discussion sessions, and networking opportunities covering Rotary's most current priorities and initiatives.

17

COUNCIL ON LEGISLATION

The Council on Legislation is the legislative body of Rotary International, which has the authority to amend its constitutional documents. (RIC 10; RIB 7 and 8) The Board has also issued decisions relating to the Council on Legislation. (RCP 59.)

The Council meets every three years in April, May, or June, but preferably in April. The RI Board determines the dates of the meeting. Except for compelling financial or other reasons as decided by a two-thirds vote of the entire Board, the meeting is held in the vicinity of RI World Headquarters. (RIC 10, 2)

MEMBERSHIP

Representatives

In the Rotary year two years before each Council, the clubs in each district select a Rotarian to represent them at the Council. (For the 2016 Council, representatives will be selected in Rotary year 2013-14.) These representatives are the voting members of the Council.

Selection

Representatives should be selected by a nominating committee procedure in the same manner that district governors are selected. (RIB 8.050.) If a district chooses not to select its representative through a nominating committee, it may elect its representative at the district conference (RIB 8.060.1.) or in a ballot-by-mail in certain approved circumstances. (RIB 8.070.) An alternate is also chosen in case the representative cannot attend.

Qualifications

Representatives must have served a full term as an officer of RI (or, under special circumstances, be currently serving as governor or governor-elect) and be a member of a Rotary club in the district represented at the time of their election. (RIB 8.020.)

To qualify for service at the Council, a representative must be informed of the qualifications and submit a statement to the general secretary affirming that he or she

- 1) Understands clearly the qualifications and responsibilities of a representative
- 2) Is qualified, willing, and able to assume and carry out those responsibilities
- 3) Will attend the Council for its full duration (RIB 8.020.3.)

No Rotarian shall attend more than three Councils on Legislation as a representative. (RIB 8.010.1.)

When selecting its representative, each district should choose the best-qualified eligible and available Rotarian who understands current Rotary policies, procedures, and programs. The Board emphasizes that representatives are selected for their ability to carry out their duties and not their popularity within the district. The role of representative should be viewed as a serious and important one and not simply a prerequisite of having served as governor. (RCP 59.040.2.)

Responsibilities

The responsibilities of representatives are to

- 1) Help clubs prepare their proposals for the Council
- 2) Discuss proposed legislation at the district conference or other meetings
- 3) Understand the different perspectives of Rotarians within the district
- 4) Critically consider all legislation proposed to the Council and communicate those views to the Council effectively
- 5) Act as an objective legislator of RI
- 6) Attend the entire meeting of the Council
- 7) Report the Council's debates and actions to the clubs of the district after the Council meeting
- 8) Be accessible to clubs in the district to assist in their preparation of proposals for future councils (RIB 8.030.)

Nonvoting Members

The Council also has the following nonvoting members:

- Chair, vice chair, and parliamentarian (appointed by the president holding office in Council year)
- RI Constitution and Bylaws Committee
- Members at large (appointed by the president; as many as three)
- RI president, president-elect, other RI Board members, general secretary, a Rotary Foundation trustee (elected by the Trustees), and past RI presidents (RIB 8.010.4., 8.010.5., 8.010.6.)
- Secretary (the RI general secretary unless another person is appointed)

The chair presides over the Council, assisted by a vice chair and a parliamentarian. In the case of a tie vote, either the chair or the vice chair, when presiding, may cast the deciding vote. (RIB 8.010.2.)

The members of the RI Constitution and Bylaws Committee review and approve purpose and effect statements for all legislation before publication. During the Council, they will also be prepared to answer questions regarding the background and effect of legislation and any defects in it. The committee members also serve on the Council Operations Committee (see Procedures below). (RIB 8.010.3., 8.130.)

The president may appoint as many as three members at large, who serve under the direction of the chair. They facilitate consideration of legislation and also provide comments about items of legislation that have not been adequately covered in debate. (RIB 8.010.7., 8.100.)

The general secretary serves as secretary of the Council or, with the president's approval, appoints another person to serve as secretary. (RIB 8.040.4.)

TYPES OF PROPOSED LEGISLATION

Legislation may be proposed by a club, a district conference, the RI Board, the Council, or the RIBI General Council or the RIBI Conference. (RIB 7.020.)

Proposed legislation is submitted in the form of enactments or resolutions. (RIB 7.010.) For recent examples of enactments and resolutions, see the 2013 [Council on Legislation Report of Action](#).

Enactments

Proposals to amend the RI Constitution or Bylaws or the Standard Rotary Club Constitution are known as enactments. Proposed enactments should be submitted by clearly indicating which existing material is to be deleted and which new material is to be added.

Such proposals must be *received* by the general secretary on or before the deadline, along with certification of endorsement by the district, and contain the following information:

- Who it was proposed by (a club or the district)
- How and when it was endorsed by the district (at a district conference, district resolutions meeting, or RIBI district council, or through a ballot-by-mail)
- A purpose and effect statement not exceeding 300 words
- The constitutional document being amended, with the proposed changes indicated by underlining new text and striking through text to be deleted, formatted as follows:

Example of a proposed enactment:

PROPOSED ENACTMENT

To revise the seating of delegates at RI Conventions

Proposed by _____

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (page ____ MOP)

Article 9 Convention

9.140. *Seating of Delegates.*

At each 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.

(End of Text)

NOTE: Material to be deleted is lined through and will not appear in the revised text. New material is underlined.

Resolutions

A resolution is an action by the Council, as authorized by RI Bylaws section 7.010., that does not amend the constitutional documents. Adopted resolutions are typically considered by the RI Board.

Resolutions must be received by the general secretary on or before the deadline, along with certification of endorsement by the district, and contain the following information:

- Who it was proposed by (a club or the district)
- How and when it was endorsed by the district (at a district conference, district resolutions meeting, or RIBI district council, or through a ballot-by-mail)

- A purpose and effect statement not exceeding 300 words
- If needed, any background or supporting information (using preambulatory or “WHEREAS” clauses)
- Most important, an “IT IS RESOLVED” statement that specifies the action the proposer wishes the Board to take

Example of a proposed resolution in proper form:

IT IS RESOLVED by Rotary International that the Board of Directors of Rotary International consider (insert words of the resolution).

(or IT IS RESOLVED that the 2016 Council on Legislation adopt [insert words of the resolution]).

PROPOSED RESOLUTION

To request the RI Board to consider amending the Standard Interact Club Constitution to promote gender equality

Proposed by _____

WHEREAS, Rotary International is fundamentally and essentially a dual-gender organization, promoting equality throughout the world, and

WHEREAS, Article IV, Section 2, of the Standard Interact Club Constitution allows individual club discretion to create single-gender Interact clubs: “The membership of this club may be all male, all female, or both male and female in any ratio, at the discretion of the sponsoring club”

IT IS RESOLVED by Rotary International that the Board of Directors of Rotary International consider taking steps to actively promote gender equality and diversity within the Rotary family and delete the clause above from Article IV, section 2, of the Standard Interact Club Constitution (page 21 of the *Interact Handbook*). As section 41.010. of the Rotary Code of Policies allows for schools to reflect any cultural norms in gender separation, this resolution seeks to shift responsibility for such determination onto communities, thus preserving the thrust of fundamental equality within Rotary International.

(End of Text)

Petitions to the RI Board

Instead of proposing a resolution to the Council, a club may wish to consider submitting a petition directly to the RI Board. (RCP 28.005.) A petition to the RI Board is a request for action on a specific matter.

Petitions to the Board may be submitted by clubs or may result from a district conference. The intent of the petition should be clearly explained in a letter to the RI president, Board of Directors, or the general secretary. Petitions submitted by a club should be written on the club’s or club president’s official letterhead and can be formatted as a proposed resolution or simply as a letter. They must be signed by the club president.

In many cases, the proposer’s purpose can be more efficiently and quickly accomplished by a petition. However, in instances where Rotary clubs consider amending the constitutional documents to be necessary or desirable in order to achieve their intentions, those clubs should initiate appropriate legislation rather than requesting that the RI Board do so.

PROPOSING, ENDORSING, AND SUBMITTING PROPOSED LEGISLATION

Detailed information about proposing legislation can be found in the document [How to Propose Legislation](#), which is available through Council Services, your Club and District Support representative, or www.rotary.org.

All proposed legislation must

- Be formatted correctly
- Be proposed and endorsed properly
- Contain a purpose and effect statement
- Be submitted to RI by the deadline, along with certification of district support and a purpose and effect statement

See below for details about these actions.

Correct Form

Whoever proposes legislation is responsible for preparing it in the appropriate format for consideration by the Council. The RI Constitution and Bylaws Committee, when asked and as feasible, will assist clubs and districts in revising the wording of proposed legislation. However, the RI Board has recommended that the committee not devote undue time and attention to proposed legislation involving extensive amendments until the proposer has made reasonable efforts to draft the legislation correctly. (RCP 59.020.13.)

Proposing and Endorsing Legislation

Proposed by a Club

When a Rotary club proposes legislation, the matter must have been

- 1) Submitted by the club's board of directors to the membership for adoption
- 2) Forwarded to the district with a letter signed by the club's president and secretary certifying that it has been adopted
- 3) Endorsed by the clubs of the district at a *district conference* (district council in RIBI), *district resolutions meeting*, or, if time does not permit that procedure, submitted to the clubs in the district in a *ballot-by-mail* conducted by the governor (RIB 7.020., 7.030.)

Proposed by a District

A district may propose legislation either at a district conference or through a ballot-by-mail of the clubs. (RIB 7.020.)

Certification of District Support

Each proposal submitted to the general secretary, whether from a club or district, must have confirmation from the governor stating that the clubs of the district have carefully considered and endorsed the proposal. A district should not propose or endorse more than five items of legislation per Council. (RIB 7.030.)

Districts should forward all legislation proposed or endorsed at a district conference to the general secretary within 45 days of the end of the conference. Districts should also forward to the general secretary all legislation submitted through a ballot-by-mail within 45 days of the date fixed by the governor for receipt of the ballots. (RCP 59.020.2.) See Deadlines.

Purpose and Effect Statement

When submitting legislation to RI, the proposer must provide a purpose and effect statement of 300 words or less in order for the proposal to be considered properly proposed. This statement should identify the issue or problem that the proposed legislation seeks to address and explain how the proposal addresses or resolves the problem or issue. (RIB 7.037.1(d))

Deadlines

Proposed enactments and resolutions, along with the proposer's purpose and effect statement, must be received by the general secretary in writing no later than 31 December in the year preceding the Council, along with confirmation of district endorsement by the district governor. (For the 2016 Council, proposed legislation must be received by 31 December 2014.) This deadline is strictly enforced. Proposals received after 31 December will not be considered, regardless of when they were sent.

The RI Board may propose enactments of an urgent nature by 31 December in the year of the Council.

In addition, resolutions may be proposed by the Council itself and the RI Board at any time before the Council adjourns. (RIB 7.035.)

AFTER SUBMISSION TO RI

Board Examination

Acting on the Board's behalf, the RI Constitution and Bylaws Committee examines all proposed legislation, advises the proposer of any defects in the proposal, and recommends corrective action when needed. (RIB 7.050.)

If legislation is not properly proposed, or if it is defective or not within the framework of RI, the Board may choose not to pass it on to the Council for consideration. In both cases, proposers are informed and have the opportunity to ask the Council to overrule, by a two-thirds vote, the RI Board's decision. (RIB 7.050.2., 7.050.3.)

If similar legislation is proposed by more than one club or district, the RI Board may recommend compromise legislation. If the proposers do not agree to the compromise, the RI Board may nevertheless direct that an alternate proposal that best expresses the objective of the similar proposals be presented to the Council for consideration. (RIB 7.050.1.)

Publication

No later than 30 September in the Rotary year of the Council, the general secretary sends copies of all duly proposed legislation to all governors, all members of the Council, all past directors, and the secretary of any club that requests it. Proposed legislation is also posted at www.rotary.org. (RIB 7.050.5.)

Amendments

Proposers can send amendments to their proposed legislation to the general secretary no later than 31 March of the Rotary year preceding the Council, unless this deadline is extended by the RI Board (the Constitution and Bylaws Committee acting on its behalf). The general secretary forwards all such amendments to the Council for consideration. (RIB 7.050.4.) Otherwise, amendments to proposals are permitted only at the Council, in accordance with the rules of procedure (reproduced at the end of this chapter).

Financial Impact Statement

The general secretary also prepares a financial impact statement for all proposed legislation that it believes will have a significant financial impact if adopted. In drafting financial impact statements, the general secretary consults with the Constitution and Bylaws Committee to ensure that they are written with a complete understanding of the proposed legislation. (RCP 59.020.5.)

Statements of Support and Opposition

A club, a district conference, the RIBI General Council or RIBI Conference, the Council on Legislation, or the RI Board may provide a statement commenting on any item of legislation (whether enactment or resolution) proposed to the Council. These statements may support, oppose, or comment on proposed legislation and must be limited to one side of a sheet of standard-size business stationery. Statements must be submitted to the general secretary no later than two months before the opening of the Council. The general secretary will then distribute the statements to all members of the Council. Where statements of support or opposition are substantially similar, the general secretary will send Council members only the statement that is received first. (RCP 59.020.10.)

PROCEDURES

Each Council has the authority to adopt its own rules of procedure. These rules remain in effect until changed by a subsequent Council. (RIB 8.120.1.) The Council Operations Committee recommends rules of procedure and an order of consideration for proposed legislation. (RIB 8.130.1.)

The rules of the 2013 Council are reprinted at the end of this chapter. Council members should study them carefully to ensure that they can act accordingly at the Council. Clubs and districts should note that even a published proposal will not be discussed until a Council member moves that it be considered.

Council Operations Committee

The Council Operations Committee is composed of the chair and vice chair of the Council and the members of the Constitution and Bylaws Committee. This committee

- 1) Recommends rules of procedure for the Council
- 2) Recommends to the Council the order in which it will consider all proposed legislation
- 3) Drafts for the Council, when feasible, amendments necessary to correct defects identified by the committee or the Council in any proposed legislation or amendments thereof
- 4) Makes correlative amendments to the RI Bylaws and Standard Rotary Club Constitution, when necessary, to give full effect to enactments adopted by the Council
- 5) Prepares the report of the Council and makes any subsequent corrections caused by the need to make correlative amendments (RIB 8.130.)

REPORT AND RATIFICATION

After the Council meets, a report of action containing all adopted proposals is transmitted to each club. At that time, each club has an opportunity to record its opposition to any action of the Council. If those votes of opposition represent at least 5 percent of the votes entitled to be cast, the Council's action on the legislation is suspended. If one or more items of approved legislation are suspended, the gen-

eral secretary must conduct a ballot-by-mail. If votes to reject the Council's action represent a majority of the votes entitled to be cast by clubs, the action is nullified from the date of the suspension. Otherwise, the suspended action is reinstated as if no suspension occurred. (RIB 8.140.)

ADOPTED ENACTMENTS AND RESOLUTIONS

The enactments adopted by the Council are recorded in the report of action and incorporated into the current RI constitutional documents. Unless a Council action is suspended by clubs, enactments go into effect on the 1 July immediately following the adjournment of the Council. (RIB 8.140.2., 8.140.8.)

Resolutions are also recorded in the report of action. (RIB 8.140.2.) Within one year of the conclusion of the Council, the RI Board will notify all governors of Board actions taken as a result of resolutions adopted by the Council. (RIC 10, 6)

FINANCES

Every club pays additional annual dues of US\$1 (or such other amount, as determined by the RI Board, sufficient to pay for the next Council) for each of its members to provide for the expenses of the Council meeting. These dues provide for the expenses of the representatives as well as for other administrative expenses. The RI Board provides all clubs with an accounting of receipts and expenditures related to the Council. (RIB 17.030.2.)

RULES OF PROCEDURE

The council operations committee recommends rules of procedure for each council on legislation. The rules of procedure for a council on legislation may be used, adapted as necessary, at any RI meeting where subjects are debated and acted upon. The following rules are those that were adopted by the 2013 council.

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Section 1 – Definitions. The following words and phrases, which are listed in alphabetical order, shall have the following meanings, unless clearly shown otherwise by the context in which they are used.

Chairman. The presiding officer at a council session, who may be either the chairman or the vice-chairman of the council. The chairman supervises the proceedings of the council and may comment on any matters that affect such proceedings, including any procedural motions offered by the members.

Constitutional Documents. The three documents listed in Article 1 of the RI bylaws, which are the RI constitution, the RI bylaws, and the standard Rotary club constitution.

Defective. The description of an item of proposed legislation:

- i. that is subject to two or more inconsistent meanings;
- ii. that fails to amend all affected parts of the constitutional documents;
- iii. whose adoption would violate governing law;
- iv. which is in the form of a resolution, but (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 would require or request an administrative act that is within the discretion of the board or the general secretary;
- v. which 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; or
- vi. which would be impossible to administer or enforce.

Enactment. An action by the council to amend the constitutional documents as authorized by section 7.010. of the RI bylaws.

Legislation. Enactments and resolutions duly adopted by the council.

Majority Vote. The number of votes normally required for the approval of motions is either a simple majority or a two-thirds majority. The adequacy of a required majority is determined in the following manner:

- 1) A simple majority requires at least one more vote in favor than the number of votes against a proposition by the members present and voting; and
- 2) A two-thirds majority requires at least twice the number of votes in favor than the number of votes against a proposition by the members present and voting.

Members Present and Voting. The number of voting members casting an affirmative or negative vote on a proposition. Voting members who are absent or who abstain from voting are not considered as present and voting.

Motion. A proposal by a member that the council take certain action. There are two kinds of motions, principal and procedural, as described in these rules.

Order of the Day. An order adopted by a simple majority of the members present and voting that pertains to the sequence for consideration of proposed enactments and resolutions, and/or the limit of time that members may speak in debate with respect to a matter being considered by the council. Such term includes the order of consideration for items of proposed legislation. A special order of the day is an order of the day recommended by the council operations committee that schedules

a set time for consideration of specific items of proposed legislation. A special order of the day may also set special time limits that members may speak in debate of specific items of proposed legislation.

Proposers. Clubs and other authorized parties which have submitted one or more items of proposed legislation for consideration by the council as provided in sections 7.020. and 7.030. of the RI bylaws.

Quorum. The number of voting members required to be present for the transaction of business as provided in section 8.110. of the RI bylaws.

Resolution. An action by the council, as authorized by section 7.010. of the RI bylaws, which does not amend the constitutional documents.

Technical Legislation. Items of proposed legislation that are designed to correct or clarify the wording of the constitutional documents without making substantive changes.

Section 2 — Members of the Council. All members of the council, both voting and nonvoting, have the same privileges and responsibilities during a meeting of the council, except that nonvoting members may not vote on any proposition. Such members, when duly credentialed, are members for the entire duration of the meeting, and they may not be replaced or represented by alternates or substitutes. As provided in section 8.110. of the RI bylaws, each voting member is entitled to cast one vote on each question submitted to a vote, and there is no proxy voting in the council.

Section 3 — Order of Business. The order of business for a meeting of the council shall consist of the following sequential steps:

- 1) Preliminary report of the credentials committee to ascertain the presence of a quorum.
- 2) Consideration and adoption of any changes to the rules of procedure as provided in subsection 8.120.1. of the RI bylaws.
- 3) Transmittal to the council of all duly proposed legislation as provided in subsection 7.050.4. of the RI bylaws.
- 4) Action on any motions to add any proposed items of legislation not transmitted to the council by the RI Board pursuant to subsections 7.050.2. and 7.050.3. of the RI bylaws. Such a motion to add an item of legislation for consideration is neither debatable nor amendable. Provided, however, a member of the constitution and bylaws committee may briefly explain the reasons why the item was not transmitted to the council, and the mover of the motion may briefly explain any disagreement with such reasons. Such a motion must “secure the consent of two-thirds of the members of the council” as prescribed by subsections 7.050.2. and 7.050.3. of the RI bylaws.
- 5) Adoption of an order of consideration and any other necessary order of the day.
- 6) Consideration and action on all items of duly proposed legislation and any proffered amendments, as provided in subsection 7.050.6. of the RI bylaws.
- 7) A final report of the credentials committee.
- 8) Adjournment of the council.

Section 4 — Motions by Members. Motions for the council to take action may be offered by individual members of the council, either voting or nonvoting. There are two types of motions, principal and procedural, as described in the following two sections of these rules.

- A. Precedence. During discussion or debate of a principal motion, procedural motions related to such proposition may be offered for consideration by the council. Procedural motions, if accepted by the chairman, take precedence over any principal motion then under consideration and must be acted upon by the council before further consideration of the principal motion.
- B. Votes Required. The adoption of a motion requires only a simple majority of the members present and voting, unless a two-thirds majority or other majority level is required by the constitutional documents or these rules.

Section 5 — *Principal Motions*. A principal motion is the process by which a member of the council offers for adoption a duly proposed enactment or resolution. All proposed enactments and resolutions must be the subject of a principal motion before they may be considered by the council. A principal motion for approval of an item of proposed legislation may be offered in either its original form or its amended form as hereafter provided in section 9 of these rules. When a principal motion has been offered by a member, and accepted by the chairman, the council may not consider any other principal motion until disposition has been made of the proposition under consideration, unless otherwise provided in these rules. Each item of proposed legislation must be the subject of a separate principal motion, except that two or more items of technical legislation may be considered and adopted through one principal motion.

Section 6 — *Procedural Motions*. There are several procedural motions available for various purposes, and their precedence is determined by the chairman. A chart of selected procedural motions is shown in Appendix A at the end of these rules. The most common procedural motions, listed in alphabetical order, are the following:

- A. To Amend. This is a motion to modify the proposition under consideration by the council. Such a motion is debatable, and it is amendable only by the proposer of the motion to amend as hereafter provided in section 8 of these rules.
- B. To Close Debate. This is a motion to conclude debate on the proposition under consideration. Such a motion is neither debatable nor amendable, and it may not be offered by a member who already has spoken in debate on such proposition. If the chairman is satisfied that adequate debate has occurred on such proposition, the chairman may accept the motion to close debate and then call for a vote on the motion. If the motion is approved by a two-thirds majority, debate on the proposition is concluded, and the chairman then calls for a vote on the proposition under consideration. Provided, however, if the proposition under consideration is a principal motion, then the mover is given the normal time to offer closing remarks. Provided further, if the proposition under consideration is a principal motion, and if a member-at-large has indicated a desire to speak, then the chairman may permit the member-at-large to speak prior to calling on the mover for closing remarks. If the motion to close debate is not approved by a two-thirds majority, debate then continues on the proposition under consideration.
- C. To Postpone Consideration. This is a motion to postpone the proposition under consideration to a specified later time. Such a motion is debatable and amendable. If such a motion to postpone is adopted, consideration of the affected proposition then is resumed at the specified time or as near to such time as practical.

- D. To Reconsider. This is a motion to reconsider a previous decision of the council, and it is available only for reconsideration of an action on a principal motion or a successful motion to refer to the board. Such a motion is debatable only as described in this subsection, and it is not amendable. Such a motion must be made on the same day as, or the day immediately following, the action to be reconsidered. Adequate notice must be given to the mover of the principal motion for which reconsideration is sought, and the motion to reconsider must be offered by a member who voted with the prevailing side. The motion should be offered in the following form: “Mr. Chairman, having voted with the prevailing side, I move that the council’s action in regard to proposed enactment (or resolution) number ___ be reconsidered.” Permission to speak on such a motion is accorded to only two members in support of the motion for reconsideration and two speakers opposed to such motion, after which it is immediately put to a vote. The four speakers are allowed three minutes each to present their respective arguments. A simple majority is required for approval of the motion. If the motion to reconsider is approved, the principal motion to be reconsidered is placed at the end of the order of consideration, unless otherwise scheduled by the chairman, and the normal rules for debate will be applicable, except the mover of the principal motion will not be entitled to another opening statement.
- E. To Refer to the Board. This is a motion to refer an item of proposed legislation to the RI Board for consideration and thereby remove it from further consideration by the council. Such a motion is debatable, but not amendable. Such a referral of an item to the RI Board is not an indication of support by the council, and the referred item will have the same effect as a memorial to the board by the proposer.
- F. To Suspend the Rules. This is a motion to suspend one or more specified provisions of these rules, either for a particular instance or the duration of the council meeting. Such a motion is neither debatable nor amendable. Such a motion may be made only when no other question is pending, and a two-thirds majority is required for approval.
- G. To Table a Motion. This is a motion to postpone the proposition under consideration by the council to an unspecified later time. If a later time is specified, then it does not qualify for a motion to table. Such a motion is debatable, but not amendable. If such a motion is adopted, then the postponed question may not be reconsidered by the council, unless a motion “to take from the table” is subsequently offered and adopted. If a procedural motion is tabled, then the principal motion which is the subject of the procedural motion also is tabled, unless the chairman determines that an exception is in order. Such a motion to table may include more than one item of legislation.
- H. To Take from the Table. This is a motion to resume consideration of a question previously tabled by the council. Such a motion is debatable, but not amendable. Such a motion to take from the table may include more than one item of legislation.

Section 7 — *Offering of Motions.* To initiate action on any matter before the council, a member offers a “motion,” which is a proposal that the council take certain action in accordance with the constitutional documents and these rules. A motion is offered by a member rising and obtaining recognition from the chairman. Upon being recognized, the member must state his or her name, and if a

voting member, the number of his or her district, and then say “Mr. Chairman, I move _____.” A second to the motion by another member is required for all motions, except principal motions. A second is offered by a member rising and obtaining recognition from the chairman. Upon being recognized, the member offering the second must state his or her name, and if a voting member, the number of his or her district, and then say “Mr. Chairman, I second the motion.” The chairman may inquire if any member wishes to offer a second to the motion in the event such a second is not immediately offered for a motion. If a second to a motion is not offered by a member, except for a principal motion, then such motion will not be considered by the council.

Section 8 — *Amendment of Motions.* A motion to amend another motion is subject to the following limitations.

- A. Amendments to be Written and Notice to be Provided. A motion to amend a principal motion must be written and furnished in advance to the chairman no later than noon on the day before the principal motion is offered. However, the chairman may waive such requirement on the basis that the proposed amendment to the principal motion is clearly understandable as orally stated from the floor by the mover of such motion and does not conflict with Section 8, B. below. After receiving a written motion to amend a principal motion, the chairman may determine that more time is needed for clarification of such proposed amendment by the council operations committee. In such an event, the chairman may postpone consideration of the underlying principal motion, and any related procedural motions, to a specified later time.
- B. Other Restrictions. A motion to amend another motion is not in order and will not be accepted by the chairman under the following circumstances:
- 1) It is not germane to the motion under consideration. If it is a procedural motion, the amendment also must relate to the purpose of the underlying principal motion. No independent new question may be introduced by a proposed amendment to a motion.
 - 2) It would reverse the purpose of the motion under consideration from affirmative to negative or vice versa.
 - 3) It presents a question previously decided by this council.
 - 4) It does not change the substance of the motion under consideration.
 - 5) It strikes out the word “Enacted” from a proposed enactment or the word “Resolved” from a proposed resolution.
 - 6) It strikes out or inserts words in the motion under consideration which would leave no rational proposition before the council.
 - 7) It is frivolous or capricious.
 - 8) It amends a resolution.
- C. Amendment to an Amendment. No amendment to an amendment shall be permitted.

Section 9 — *Action on Principal Motions.* Actions on principal motions are conducted in the following manner.

- A. Original or Amended Form. A principal motion for approval of an item of proposed legislation duly transmitted to the council by the general secretary must be in one of the following forms:

- 1) To adopt such item of proposed legislation as originally transmitted to the council; or
- 2) To adopt such item of proposed legislation as amended by the proposer, where written notice of the amendment has been given pursuant to subsection 7.050.4. of the RI bylaws.

A representative of a proposer who wishes to amend the item of legislation being offered for consideration, where written notice of such amendment has not been given in accordance with subsection 7.050.4. of the bylaws, may do so only through use of a motion to amend the item of proposed legislation after it has been moved for adoption. In that event, the time used by the representative of the proposer in presenting the motion to amend shall be counted as part of the time allotted for presentation of the principal motion.

- B. Representation of Proposers. Clubs and districts which have proposed legislation are considered to be represented at the council by the voting member from their respective districts, unless a proposer has notified the chairman of the council that another member of the council will represent it in regard to such proposal or proposals, and the designated member has agreed to provide such representation. When an item of proposed legislation is scheduled for action by the order of consideration, the representative of the proposer has priority in moving the adoption of such item. Where such representative fails to move the adoption of the item of proposed legislation, any member may act to move its adoption.
- C. Lack of a Motion. When the next scheduled item of proposed legislation is called for consideration, and there is no principal motion offered by any member to adopt such item, then the item is considered as withdrawn and will not be subject of a later principal motion. Provided, however, that if a representative of a proposer fails to present an item due to justifiable cause, then the chairman may permit the representative to offer a principal motion for the item at a later time.
- D. Adoption or Rejection. When a motion to adopt an item of proposed legislation is submitted to a vote, and the motion is approved by the required majority of votes, then the item is considered as adopted. In such case, when the motion to adopt is not approved by the required majority of votes, then the item is considered as rejected.

Section 10 — *Debate.* All members of the council are eligible to participate in the debate of any proposition. Persons who are not members of the council may not participate in such debate.

- A. Recognition of Speakers. Debate of a motion may not commence until the chairman states that the motion has been duly offered. Members may speak in debate when they have identified themselves and been recognized by the chairman.
- B. Opening and Closing of Debate. The mover of a principal motion shall be accorded the privilege of opening and closing debate on such motion. Unless otherwise provided by an order of the day, the mover may have four minutes to present the offered item of legislation. If there is subsequent substantive comment or opposing argument by other members, the mover may have three minutes to respond at the close of debate on the principal motion. The mover may not otherwise speak in debate on the principal motion, unless special permission is requested by the mover and granted by the chairman.

- C. Limitations on Debate. Members, other than the mover of a principal motion, have the right to speak only once in the debate of a motion, unless special permission is requested by a member and granted by the chairman. Normally, such permission to speak a second time on the same motion will not be granted if another member, who has not spoken on the proposition, seeks recognition to speak. Unless otherwise provided by an order of the day, no member may speak longer than three minutes in regard to a proposition under consideration, except as provided for the mover of a principal motion or by special consent accorded by a simple majority of the members present and voting.
- D. Balancing of Debate. The chairman shall attempt to ensure that proponents and opponents of a motion are given equal opportunity to express their opinions.

Section 11 — Voting. The normal method for voting is by an electronic voting system unless otherwise determined by the chairman for good cause. If electronic voting is not utilized for all or a part of any council, the following voting rules are applicable.

Voting is by voice or show of hands, and the chairman immediately announces the result of each vote. If a member doubts the correctness of the result announced by the chairman, the member may call for a division of the house if such request is made prior to the conduct of any other business. When such a division is requested, or if the chairman independently desires such a division, the chairman first requests those voting in the affirmative to stand for a brief time. The same procedure is used for those voting in the negative. If the chairman is still uncertain, or if a member calls for a second division, the chairman next appoints counting officers and proceeds again to take the vote. Those voting in the affirmative are requested to stand and be counted. The same procedure is used for those voting in the negative. The report of the counting officers then is compiled and announced by the chairman.

Section 12 — Appeal of a Ruling. Members may appeal any ruling of the chairman as provided in subsection 8.120.2. of the RI bylaws. Such an appeal does not require a second, but it must be offered immediately following the ruling in question. If any debate or other business has intervened, it is too late to appeal. An appeal is debatable, but not amendable. The chairman, when announcing the appeal, may state the reasons for such ruling without leaving the chair, and the chairman may have four minutes for such statement of reasons. No member is allowed to speak more than once in debate of the appeal, except the chairman may at the close of debate answer any objections made to the ruling. Each member may have three minutes to speak on an appeal, and the chairman may have three minutes to answer any statements in opposition to the ruling. The question then is put to the council in these words: “Shall the decision of the chair be sustained?” A majority vote of the members present and voting is required to overrule a decision of the chairman. If there is a tie vote, the ruling of the chairman is sustained.

Section 13 — Parliamentary Points. Members may make statements or pose questions through the offering of parliamentary points. Such points are not motions, and they do not require seconds. They are neither debatable nor amendable, but in some cases, they require rulings by the chairman.

- A. Point of Privilege. This is a statement by a member related to the rights and privileges of the council and its members. Points of privilege include, but are not limited to, those relating to:

- 1) the organization of the council;
- 2) the comfort of the members, such as the heating, lighting, and ventilation of the meeting room;
- 3) freedom from noise and other disturbances;
- 4) the conduct of officers or other members of the council;
- 5) disciplinary action against a member for disorderly conduct or other offense;
- 6) the conduct of spectators or visitors;
- 7) the accuracy of published reports or proceedings.

Points of privilege for the council take precedence over points of personal privilege for individual members of the council.

- B. Point of Order. This is a statement by a member to call attention or offer objection to a violation of the constitutional documents or these rules. The chairman decides whether the point of order is well taken, and if it is well taken, the appropriate action to remedy the violation.
- C. Point of Information. This is a request by a member for factual or procedural information relating to the proposition under discussion. The chairman decides whether such request is in order. If the chairman rules the request is in order, the chairman may provide the requested information or call on another member of the council to respond to the request. If the general secretary is asked to respond to such request, he or she may designate a staff member to furnish the requested information.

Section 14 — Recesses. The sessions of the council may be recessed and reconvened from time to time by the chairman, or a member may offer a motion for an intermission or to close the day's proceedings. Such a motion is neither debatable nor amendable.

Section 15 — Withdrawal of Legislation. Proposed legislation may be removed from consideration by the council in the following manner, if such legislation has not been the subject of a principal motion. The representative of the proposer or proposers of legislation may notify the secretary of the council in writing that the proposal is being withdrawn. If there are multiple proposers located in more than one district, the representatives of such proposers must join in notifying the secretary in writing that such a proposal is being withdrawn. Such representatives also may withdraw items of proposed legislation by announcement from the floor, if recognized by the chairman for that purpose. If a proposal has been the subject of a principal motion, it may be withdrawn only by the mover of the principal motion with permission of the council.

Section 16 — Legislation Proposed by the Council. The council may itself propose a resolution, as provided in section 7.020. of the RI bylaws, including a resolution to offer a proposed enactment for consideration by a subsequent council. A member who wishes to propose such a resolution, on behalf of the council, must submit a written copy of the proposed resolution to the chairman no later than noon on the day before the last day of the council meeting. The proposed resolution, on behalf of the council, must be related to an action of the council then in session, and it must be signed by at least 25 voting members of the council. However, the foregoing requirements do not apply to proposed resolutions to express appreciation, support, sympathy, or condolence. Following a review by the council operations committee, the committee may clarify the text of the

resolution, if necessary. The chairman will announce either the time for the proposed resolution to be considered by the council or the reason why it is not eligible for consideration. If the resolution is approved for consideration by the council, the member who submitted such resolution to the chairman for review is entitled to move its adoption. Such a motion is debatable and amendable in the same manner as other principal motions.

Section 17 — *Distribution of Materials.* Materials related to any item or items of proposed legislation which may influence votes for or against such proposed legislation may not be distributed to voting members of the council after their arrival in the host city for a meeting of the council, unless consent for such distribution is requested by a member and approved by a simple majority of the members present and voting. The prohibited distributions do not apply to statements of support or opposition previously supplied to all members of the council in advance of the meeting or to information supplied by the RI Board. Any materials distributed in violation of this section should be disregarded by members of the council and may be the subject of corrective action by the chairman.

Section 18 — *Amendment of Order of the Day.* An order of the day may be amended by a motion duly offered for that purpose. Such a motion is debatable and amendable, and its approval requires a simple majority present and voting. If the offered amendment would affect the operation of the council, then the chairman may briefly state the chairman's support for, or opposition to, the amendment without leaving the chair.

Section 19 — *Amendment of Rules.* These rules, after initial approval by a simple majority of the members present and voting, may be amended by a motion duly offered for that purpose. Such a motion is debatable but not amendable, except as provided in subsection 8.C of these rules, and its approval requires a two-thirds majority of the members present and voting.

Section 20 — *Matters of Procedure Not Covered.* In the event of any inconsistency, ambiguity, or uncertainty under these rules, recourse shall be made to the constitutional documents of RI. Matters of procedure not covered by these rules or the constitutional documents shall be decided by the chairman in accord with basic fairness, subject to the right of members to appeal any ruling of the chairman.

APPENDIX A

CHART OF SELECTED PROCEDURAL MOTIONS

<i>Motion</i>	<i>Debatable</i>	<i>Amendable</i>	<i>Required Majority</i>
A. To Amend	Yes	No	Simple
B. To Close Debate	No	No	Two-thirds
C. To Postpone Consideration	Yes	Yes	Simple
D. To Reconsider	Yes (limited)	No	Simple
E. To Refer to the Board	Yes	No	Simple
F. To Suspend the Rules	No	No	Two-thirds
G. To Table a Motion	Yes	No	Simple
H. To Take from the Table	Yes	No	Simple

PART FOUR

Rotary's Governance Documents

Constitution of Rotary International

Bylaws of Rotary International

Standard Rotary Club Constitution

Recommended Rotary Club Bylaws

*Bylaws of The Rotary Foundation of
Rotary International*

Articles of Incorporation of

The Rotary Foundation (partial)

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 active members each of whom shall be an adult person of good character and good business, professional and/or community reputation,
- (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
 - (2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
 - (3) having retired from any position listed in sub-subsection (1) or (2) of this subsection; or
 - (4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
 - (5) having the status of Rotary Foundation alumnus as defined by the board; or
 - (6) having interrupted employment or having never worked in order to care for children or to assist the spouse in their work

and

having his or her place of business or residence located in the locality of the club or the surrounding area. An active 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 active 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 Rotary Foundation 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 chairman 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 Enactments and Resolutions.* 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.

Section 6 — *Adopted Resolution.* Within one year of the conclusion of the council on legislation, the board shall notify all governors of any board action taken in regard to resolutions adopted by the council.

Article 11 Dues

Every club shall pay semiannually to RI, per capita dues as provided in the bylaws.

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.

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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. E-club: A Rotary club that meets through electronic communications.
5. Governor: The governor of a Rotary district.
6. Member: A member, other than an honorary member, of a Rotary club.
7. RI: Rotary International.
8. RIBI: The administrative territorial unit of Rotary International in Great Britain and Ireland.
9. Satellite club: A potential club whose members shall also be members of the sponsor club.
10. 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. Locality of an E-Club.

2.040. Adoption of Standard Rotary Club Constitution by Clubs.

2.050. Smoking.

2.060. 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. *E-Clubs.*

The board shall assign each e-club to a district.

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.

2.030. *Locality of an E-Club.*

The locality of an e-club shall be worldwide or as otherwise determined by the club board.

2.040. Adoption of Standard Rotary Club Constitution by Clubs.

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

2.040.1. 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.

2.040.2. 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.

2.040.3. 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.

2.050. 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.

2.060. 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.*

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.

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. *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.

3.030.5. *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.

3.030.6. *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.

4.010. *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 under this section 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. Any club wishing to admit a former member should 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 pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. The transferring or former

members changing clubs should be asked to bring a letter of recommendation from their previous 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. No person shall simultaneously hold active membership in a club and membership in a Rotaract 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 permanent 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 admission fees and 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 2.040., 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.

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 most recent 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 resolution 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 6.100.

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.

5.060. *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 11.050. and 11.060. 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 11.060., 11.070., and 11.080. to the extent that time permits. In the event the proximity of the date of the vacancy to the convention does not permit a suitable period of time for the report of the committee to be mailed to all clubs and for nomination by clubs of challenging candidates in advance of the convention, the general secretary shall give such notice of the report of the committee as is reasonably possible and nominations by club delegates of challenging candidates on the floor of the convention shall be permitted.

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 will select one available past governor to be named vice-governor. 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.

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 the principal person to speak on behalf of RI;
- (b) shall preside at all conventions and meetings of the board;
- (c) shall counsel the general secretary; and
- (d) shall perform such other duties as pertain to the office, consistent with the strategic plan as adopted 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 Legislative Procedure

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 Resolutions.

7.037. Duly Proposed Legislation; Defective Proposed Legislation.

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 seeking to amend the constitutional documents shall be known as

proposed enactments. Legislation which does not seek to amend the constitutional documents shall be known as proposed resolutions.

7.020. *Who May Propose Legislation.*

Legislation may be proposed by a club, a district conference, the general council or conference of RIBI, the council on legislation, and 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.*

Legislation from a club must be endorsed by the clubs of the district at a district conference, a district resolutions meeting or RIBI district council. Where time does not allow legislation to be submitted to the district conference, a district resolutions meeting or RIBI district council, the legislation 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 13.040. as closely as possible. All legislation 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 resolutions 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 items of legislation per council.

7.035. *Deadline for Proposed Enactments and Resolutions.*

Proposed enactments and resolutions 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. Resolutions also may be offered by the council or the board and acted upon by the council at any time prior to the adjournment of the council.

7.037. *Duly Proposed Legislation; Defective Proposed Legislation.*

7.037.1. *Duly Proposed Legislation.*

Legislation 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 Legislation.*

Legislation 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 is in the form of a resolution, but it would require an action, or express an opinion, that is in conflict with the letter or spirit of the constitutional documents;
- (e) 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; or
- (f) it would be impossible to administer or enforce.

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 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 legislation determined by the committee to be defective; and

7.040.6. carry out other duties defined in subsection 8.130.2.

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 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.*

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 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 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.

7.050.3. *Resolutions Not Within the Framework.*

The board (by the constitution and bylaws committee acting on its behalf) shall examine the text of all proposed resolutions and the board, on the advice of the constitution and bylaws committee, shall direct the general secretary to transmit to the council such proposed resolutions as the board determines to be within the framework of the program of RI. In the event the board, on the advice of the constitution and bylaws committee, determines that a proposed resolution is not within the framework of the program of RI, the board may direct that the proposed resolution not be transmitted to the council for consideration. In the event of such action by the board, the proposer shall be so advised before the council convenes. In such instance, the proposer must secure the consent of two-thirds of the members of the council to have the proposed resolution considered by the council.

7.050.4. *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 unless the deadline is extended by the board (the constitution and bylaws committee acting on its behalf). Subject to the provisions of sections 7.050.2. and 7.050.3., the general secretary shall transmit to the council all duly proposed legislation, including all timely amendments.

7.050.5. *Publication of Proposed Legislation.*

The general secretary shall mail ten (10) copies 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, one copy to all members of the council on legislation and all past directors, and one copy to the secretary of any club that requests it, no later than 30 September in the year the council shall be convened. The proposed legislation also will be made available via Rotary's website.

7.050.6. *Council Consideration of Legislation.*

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

7.050.7. *Adoption of Resolutions.*

Legislation in the form of resolutions may be adopted by the affirmative vote of at least a majority of those present and voting at the council.

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 Legislation

8.010. Members of the Council.

8.020. Qualifications of Voting Members of the Council.

8.030. Duties of District Representatives to the Council.

8.040. Designation and Duties of Officers.

8.050. Selection of Representatives by Nominating Committee Procedure.

8.060. Election of Representatives at the District Conference.

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

8.080. Notice.

8.090. Credentials Committee.

8.100. Members-at-Large.

8.110. Quorum for the Council.

8.120. Procedures of the Council.

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

8.140. Action of the Council.

8.150. Site Selection.

8.160. Extraordinary Meeting of the Council.

8.170. Interim Provisions.

8.010. *Members of the Council.*

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

8.010.1. Representatives.

There shall be one representative elected by the clubs of each district as provided in sections 8.050., 8.060., and 8.070. Each non-districted club shall designate a convenient district whose representative shall represent the club. The representative shall be a voting member. No Rotarian shall attend more than three meetings of the council as a representative.

8.010.2. Chairman, Vice-Chairman, and Parliamentarian.

A chairman, vice-chairman, and parliamentarian of the council shall be selected by the incoming president in the year immediately prior to the council. The chairman and vice-chairman shall be non-voting members except that, when presiding, either may cast the deciding vote in the case of a tie vote.

8.010.3. Constitution and Bylaws Committee.

The members of the constitution and bylaws committee of RI shall be non-voting members of the council and shall serve on the council operations committee. They shall have the duties and responsibilities as provided in subsections 8.130.1. and 8.130.2.

8.010.4. *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 council.

8.010.5. *Past Presidents.*

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

8.010.6. *Trustees.*

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

8.010.7. *Members-at-Large.*

There may be as many as three members-at-large who shall be non-voting members of the council if appointed by the president. Such members-at-large shall have the duties and responsibilities as hereinafter provided in section 8.100. and shall serve under the direction of the chairman of the council.

8.020. Qualifications of Voting Members of the Council.

8.020.1. *Club Member.*

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

8.020.2. *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.

8.020.3. *Qualifications.*

To qualify for service at the council, the 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 for its full duration.

8.020.4. *Not Eligible.*

Non-voting members of the council and full-time, salaried employees of RI, or of any district or any club(s) shall not be eligible to serve as voting members of the council.

8.030. Duties of District Representatives to the Council.

It shall be the duty of a representative to:

- (a) assist clubs in preparing their proposals for the council;
- (b) discuss proposed legislation 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 presented to the council and effectively communicate those views to the council;
- (e) act as an objective legislator of RI;
- (f) attend the meeting of the council for its full duration;

- (g) report on the deliberations of the council to the clubs of the district following the meeting of the council; and
- (h) be accessible to clubs in the district to assist in their preparation of proposals for future councils.

8.040. *Designation and Duties of Officers.*

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

8.040.1. *Chairman.*

The chairman shall be the presiding officer of the council 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.

8.040.2. *Vice-Chairman.*

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

8.040.3. *Parliamentarian.*

The parliamentarian shall advise and counsel the chairman and the council on matters of parliamentary procedure.

8.040.4. *Secretary.*

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

8.050. *Selection of Representatives by Nominating Committee Procedure.*

8.050.1. *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. The nominating committee procedure shall be based on the nominating committee procedure for district governors set forth in section 13.020. to the extent it is not in conflict with this section. A candidate for representative shall not be eligible to serve on the committee.

8.050.2. *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.

8.050.3. *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 council.

8.060. Election of Representatives at the District Conference.**8.060.1. 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 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.

8.060.2. 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.

8.060.3. Selection of Representatives and Alternates.

The candidate receiving a majority of the votes cast shall be the representative to the council. All votes from clubs with more than one vote shall be cast for the same candidate, failing which the votes from such clubs shall be deemed to be spoiled votes. 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.

8.060.4. 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 council. The governor shall also appoint a qualified Rotarian who is a member of a club in the district as the alternate representative.

8.060.5. 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.

8.070. Election of Representatives Through Ballot-by-Mail.**8.070.1. 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 council 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 semiannual payment 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.

8.070.2. *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 council 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 8.070.1.

8.070.3. *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.

8.080. *Notice.*

8.080.1. *Report of Representative to General Secretary.*

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

8.080.2. *Publication of Representatives to Council Meeting.*

At least 30 days prior to the meeting of the council, the general secretary shall publish to each representative the names of representatives as reported by the governors and notice of the time and place of the meeting of the council.

8.080.3. *Publication of Names of Chairman, Vice-Chairman, and Parliamentarian.*

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

8.090. *Credentials Committee.*

The president shall appoint a credentials committee which shall meet in advance of the council at the site. The committee shall examine and certify credentials. Any action of the committee may be reviewed by the council.

8.100. *Members-at-Large.*

Immediately following the publication of the proposed legislation, the chairman of the council 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 with respect to comments for or

against adoption of the respective items of legislation which have not been covered adequately in debate.

8.110. *Quorum for the Council.*

A quorum shall consist of one half of the voting members of the 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 council.

8.120. *Procedures of the Council.*

8.120.1. *Rules of Procedure.*

Subject to section 8.130., each council 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.

8.120.2. *Appeal.*

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

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

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

8.130.1. *Duties of the Council Operations Committee.*

The council operations committee shall recommend rules of procedure for the council and the order of consideration for proposed legislation. The committee shall also draft and revise for the council, 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 which shall note any correlative amendments.

8.130.2. *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 chairman 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 with respect to the purpose, background, and effect of the respective items of legislation and of any defects in such items.

8.140. *Action of the Council.*

8.140.1. *Report of the Chairman.*

The chairman of the council shall transmit to the general secretary a comprehensive report of action by the council within ten days following adjournment of the council.

8.140.2. *Report of the General Secretary.*

The general secretary shall transmit to the secretary of each club a report of action by the council on all legislation adopted by the council within two months of the adjournment of the 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.

8.140.3. *Opposition to Council Action.*

Forms from clubs recording opposition to action by the council 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 the council.

8.140.4. *Suspension of Council Action.*

The action of the 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.

8.140.5. *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 semiannual payment 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.

8.140.6. *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.

8.140.7. *Results of Balloting.*

If a majority of the votes entitled to be cast by clubs are to reject the action of the council, 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.

8.140.8. *Effective Date of Council Action.*

Action by the council regarding legislation shall become effective on 1 July

immediately following adjournment of the council unless suspended by action of clubs under the provisions of subsection 8.140.4.

8.150. *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.

8.160. *Extraordinary Meeting of the Council.*

8.160.1. *Notice.*

An extraordinary meeting of the council 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.

8.160.2. *Representation.*

The clubs in a district will be represented at such extraordinary meeting by the representative most recently elected to represent them at the council. Where the representative is not able and willing to serve, the district shall be represented by the most recently elected alternate representative to the council. If neither is able and willing to serve, the governor or another person appointed by the governor who is qualified under the bylaws shall represent the clubs in the district.

8.160.3. *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.

8.160.4. *Procedures.*

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

8.160.4.1. *Report of Action.*

The report of action provided for in subsection 8.140.2. shall be transmitted to the clubs within 15 days of the adjournment of the extraordinary meeting.

8.160.4.2. *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.

8.160.5. *Effective Date of Action.*

Actions of an extraordinary meeting of the council 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 8.140.

8.170. *Interim Provisions.*

Interim provisions shall expire when they are no longer applicable.

Article 9 Convention

9.010. Time and Place of Convention.

9.020. Call to Attend Convention.

9.030. Officers of the Convention.

9.040. Delegates to the Convention.

9.050. Credentials for Delegates.

9.060. Delegates-at-Large.

9.070. Registration Fee.

9.080. Convention Quorum.

9.090. Credentials Committee.

9.100. Electors.

9.110. Balloting Committee.

9.120. Election of Officers.

9.130. Convention Program.

9.140. Seating of Delegates.

9.150. Special Assemblies.

9.010. *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.

9.020. *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.

9.030. *Officers of the Convention.*

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

9.040. *Delegates to the Convention.*

9.040.1. *Delegates.*

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

9.040.2. *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.

9.040.3. *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.

9.040.4. *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).

9.050. *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.

9.060. *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.

9.070. *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.

9.080. *Convention Quorum.*

9.080.1. *Quorum Number.*

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

9.080.2. *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.

9.090. *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.

9.100. *Electors.*

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

9.110. *Balloting Committee.*

9.110.1. *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.

9.110.2. *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.

9.110.3. *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 chairman shall retain all ballots. The chairman of the committee shall destroy all ballots following the adoption of such report unless otherwise instructed by the convention.

9.120. *Election of Officers.*

9.120.1. *Electors Voting Rights.*

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

9.120.2. *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.

9.120.3. *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.

9.120.4. *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.

9.130. *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.

9.140. *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.

9.150. *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 chairman and secretary.

Article 10 Nominations and Elections for Officers – General Provisions

10.010. Best Qualified Rotarian.

10.020. Nominations for Officers.

10.030. Qualification.

10.040. Individuals Not Eligible for Nomination.

10.050. Election of Officers.

10.060. Campaigning, Canvassing, and Electioneering.

10.070. Election Review Procedures.

10.010. *Best Qualified Rotarian.*

The best qualified Rotarians shall be selected for service in RI's elective offices.

10.020. *Nominations for Officers.*

Nominations for president, directors, and governors of RI may be made by a nominating committee and a club.

10.030. *Qualification.*

All candidates or nominees for offices in RI shall be members of clubs in good standing.

10.040. *Individuals Not Eligible for Nomination.*

10.040.1. *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.

10.040.2. *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.

10.050. *Election of Officers.*

The officers of RI shall be elected at the annual convention as provided in sections 6.010. and 9.120.

10.060. *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.

10.070. Election Review Procedures.

10.070.1. 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.

10.070.2. 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 10.060. The board's decision shall be promptly transmitted to all parties concerned.

10.070.3. Repeated Election Complaints from a District.

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

- (a) If a district's selection of a governor-nominee has resulted in two or more election complaints under subsection 10.070.1. 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 the nominee and any or all candidates and select a past governor from a club in the district to serve as governor;
 2. remove from office any governor, governor-elect or governor-nominee 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 a district's selection of a governor-nominee has resulted in three or more election complaints 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 15.010. shall not apply to this section.

10.070.4. *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.

10.070.5. *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. The board may deem a club that fails to follow and complete the election review process as failing to function and take such appropriate action as necessary.

Article 11 Nominations and Elections for President

11.010. Nominations for President.

11.020. Nominating Committee for President.

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

11.040. Procedure for Functioning of Committee.

11.050. Nomination by the Committee.

11.060. Report of Committee.

11.070. Additional Nomination by Clubs.

11.080. Contingency Not Provided For in Section 11.070.

11.090. Nominations Presented to Convention.

11.100. Ballot-by-Mail.

11.010. *Nominations for President.*

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

11.020. *Nominating Committee for President.*

11.020.1. *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.

11.020.2. 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.

11.020.3. Member of Club in Zone.

Each member shall be a member of a club in the zone from which the member is elected.

11.020.4. Not Eligible for Nomination.

Neither the president, president-elect, nor any past president shall be eligible for membership on the nominating committee.

11.020.5. 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 sections 16.010., 16.020., and 16.030. or as a trustee of The Rotary Foundation. No Rotarian shall be a member of the nominating committee for president more than three times unless there are no more than two candidates willing to serve on this committee.

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

11.030.1. 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.

11.030.2. 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.

11.030.3. 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.

11.030.3.1. 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.

11.030.3.2. *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.

11.030.4. *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 semiannual payment 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.

11.030.5. *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.

11.030.6. *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.

11.030.7. *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.

11.030.8. *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.

11.030.9. *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.

11.040. Procedure for Functioning of Committee.

11.040.1. Notification of Names of Committee Members.

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

11.040.2. Selection of Chairman.

The committee shall elect a member to serve as its chairman. Such selection shall take place when the committee convenes.

11.040.3. Forwarding Names to Committee.

The general secretary shall, between 1 May and 15 May in each year, mail a letter to all 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.

11.050. Nomination by the Committee.

11.050.1. 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.

11.050.2. 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.

11.050.3. 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.

11.050.4. 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 chairman of the committee and the committee shall select another qualified Rotarian as nominee for president. In such circumstances, the following procedure shall be utilized.

11.050.4.1. Procedures for Committee.

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

11.050.4.2. Committee Voting Procedure.

Such procedures could include a ballot-by-mail or other rapid means of

communication, or an emergency meeting of the committee to be held as determined by the president on behalf of the board.

11.050.4.3. *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 11.070., except with reference to specified filing dates.

11.050.4.4. *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.

11.060. *Report of Committee.*

The report of the committee shall be addressed to the clubs and certified to the general secretary by the chairman 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.

11.070. *Additional Nomination by Clubs.*

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

11.070.1. *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 11.040.3. of his or her willingness to be considered for nomination for president. The name of the challenging candidate shall be submitted pursuant to 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.

11.070.2. *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.

11.070.3. *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.

11.070.4. *Endorsement of Challenging Candidate.*

If on 15 November, any such challenging candidate has been endorsed by 1 percent of the clubs comprising the membership of RI as of the preceding 1 July, 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 11.100. 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.

11.070.5. Validity of Endorsement.

The balloting committee provided in subsection 11.100.1. 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 announcement, 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.

11.080. *Contingency Not Provided For in Section 11.070.*

Where a contingency arises which has not been provided for in section 11.070., the board shall determine the procedure to be followed.

11.090. *Nominations Presented to Convention.*

11.090.1. 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.

11.090.2. 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 11.080., nominations of challenging candidates also may be made by club delegates on the floor of the convention.

11.100. *Ballot-by-Mail.*

The procedure for electing a president pursuant to a ballot-by-mail as provided in section 11.070. shall be by the following procedures.

11.100.1. Balloting Committee.

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

11.100.2. 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.

11.100.3. *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.

11.100.4. *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 semiannual payment 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.

11.100.5. *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.

11.100.6. *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.

11.100.7. *Announcement of President-elect.*

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

11.100.8. *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 12 Nominations and Elections for Directors

12.010. Nominations for Directors by Zones.

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

12.030. Ballot-by-Mail Procedure.

12.040. Nominations for Officers of RIBI.

12.010. *Nominations for Directors by Zones.*

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

12.010.1. *Number of Zones.*

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

12.010.2. *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.

12.010.3. *Zone Boundaries.*

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

12.010.4. *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.

12.010.5. *Realignment of Zones.*

Any new alignments can be made by the board.

12.010.6. *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.

12.010.7. *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.

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

12.020.1. *General Provisions of Nominating Committee Procedure.*

Directors-nominee and alternates shall be selected by the nominating committee procedure except in zones and sections of zones wholly within RIBI. Nominating committees shall be constituted from the entire zone, except for zones that include both districts within RIBI and districts not within RIBI, notwithstanding any bylaw provisions or informal understandings which may limit the area within the zone from which the candidate may be nominated. However, where there are two or more sections in a zone, the committee shall be selected from those districts in the section(s) from which the director is to be nominated if a majority of districts in each section of the zone, by resolutions adopted at their district conferences, agree to the selection from such section(s).

Initially, 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 in any section of the zone by resolution adopted at their conferences and such rescission is certified to the general secretary by the district governors.

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

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

12.020.3. Membership on Nominating Committee.

A nominating committee shall consist of one member from each district in the zone or section elected by the clubs of such district as hereinafter provided. Each member shall be a past governor at the time they are to serve, 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.

12.020.4. Election.

Except as provided in subsections 12.020.9. and 12.020.10., 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.

12.020.5. Nominations.

Any club in a district may nominate a qualified member of the club for membership on the nominating committee where such 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 elector at the district conference shall be entitled to cast one vote in the election of the member.

12.020.6. 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.

12.020.7. 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.

12.020.8. 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.

12.020.9. 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 semiannual payment 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.

12.020.10. 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 12.020.9. and shall be concluded no later than 15 May of the appropriate year.

12.020.11. Report of Member to the General Secretary.

The names of the member and the alternate member of the nominating committee shall be reported by the governor to the general secretary immediately following their selection, but in no case later than 1 June of the appropriate year.

12.020.12. Contingency Not Provided For in Section 12.020.

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

12.020.13. Designation of Convener, Time and Place of Meeting, Election of Chairman.

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 chairman from its members at the time of its meeting.

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

12.020.15. *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 chairman of the nominating committee shall vote for nominees for director and alternate; however, the chairman of the nominating committee shall not have a vote in the transaction of the committee's other business, except that the chairman may vote to break a tie vote.

12.020.16. *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.

12.020.17. *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.

12.020.18. *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.

12.020.19. *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.

12.020.20. 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 12.030.

12.030. Ballot-by-Mail Procedure.

The procedure for selecting a director-nominee in a ballot-by-mail pursuant to section 12.020. shall be as provided below.

12.030.1. Voting.

All clubs within the zone shall participate in the balloting except in those zones where the nominating committee is to be selected from the districts within a section pursuant to the provisions of subsection 12.020.1. or 12.020.2. In those zones, only clubs within the section from which the RI director is to be nominated shall participate in the balloting.

12.030.2. Balloting Committee.

The president shall appoint a balloting committee to examine and count ballots.

12.030.3. 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.

12.030.4. 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.

12.030.5. 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 semiannual payment 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.

12.030.6. *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.

12.030.7. *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.

12.030.8. *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.

12.030.9. *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.

12.030.10. *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.

12.040. *Nominations for Officers of RIBI.*

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

Article 13 Nominations and Elections for Governors

13.010. Selection of a Governor-nominee.

13.020. Nominating Procedure for Governor.

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

13.040. Ballot-by-Mail Specifications.

13.050. Certification of Governor-nominee.

13.060. Rejection or Suspension of Governor-nominee.

13.070. Special Elections.

13.010. *Selection of a Governor-nominee.*

The district shall select a nominee for governor not more than 36 months, but not less than 24 months, prior to the day of 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.

13.020. *Nominating Procedure for Governor.*

13.020.1. *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 13.030. and 13.040. or, alternatively, at the district conference as provided in subsection 13.020.13., the choice of which shall be decided by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting.

13.020.2. *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.

13.020.3. *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 13.020.2. 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 13.020. 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.

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

13.020.5. *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.

13.020.6. *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

13.020.7. *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 13.040. Alternatively, the governor-nominee may be selected from among those candidates suggested to the nominating committee at the district conference in accordance with section 15.050.

13.020.8. *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.

13.020.9. *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 five other clubs which have been in existence for at least one year as of the beginning of that year or 10 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.

13.020.10. 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.

13.020.11. 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.

13.020.12. 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.

13.020.13. 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.

13.030. *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 13.020.1. or when permission is given by the board.

13.030.1. 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.

13.030.2. 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.

13.040. 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.

13.040.1. 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 semiannual payment 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.

13.040.2. 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.

13.040.3. 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.

13.040.4. 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 chairman of said committee shall destroy such ballots following the 15-day period.

13.050. 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.

13.060. Rejection or Suspension of Governor-nominee.

13.060.1. 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.

13.060.2. 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.

13.060.3. 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 13.070.

13.070. 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 reinstate the nominating procedures in accordance with section 13.020. 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 reinstate the nominating procedures starting with section 13.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. Thereafter, if a governor-elect becomes disqualified or unable or unwilling to serve the board shall elect a Rotarian qualified under section 15.070. 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.

Article 14 Administrative Groups and Administrative Territorial Unit

14.010. Board Authority.

14.020. Supervision.

14.030. Administrative Territorial Unit (RIBI).

14.010. *Board Authority.*

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

14.020. *Supervision.*

The board may establish a method of supervision in addition to the supervision 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.

14.030. *Administrative Territorial Unit (RIBI).*

The clubs located in RIBI shall be organized and operated as an administrative territorial unit of RI. RIBI shall operate pursuant to its constitution as approved by the council on legislation. It shall also act on 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.

14.030.1. *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.

14.030.2. *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.

14.030.3. *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 15 Districts

15.010. How Established.

15.020. District Training Assembly.

15.030. Presidents-elect Training Seminar (PETS).

15.040. District Conference and District Resolutions Meeting.

15.050. Conference and District Resolutions Meeting Voting.

15.060. District Finances.

15.070. Qualifications of a Governor-nominee.

15.080. Qualifications of a Governor.

15.090. Duties of a Governor.

15.100. Duties of a Governor in RIBI.

15.110. Removal from Office.

15.120. District Ballot-by-Mail.

15.010. *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 an e-club to any district without regard to the boundaries of such district. The board may eliminate or change the boundaries of any district with fewer than 33 clubs or fewer than 1,100 Rotarians. No change shall be made to the boundaries of any district with 33 or more clubs and 1,100 or more Rotarians 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. The board shall establish procedures as to administration, leadership and representation for future or merged districts.

15.010.1. *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.

15.020. *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.

15.030. *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.

15.040. *District Conference and District Resolutions Meeting.*

15.040.1. *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 resolutions meeting at a time and place determined by the governor, provided 21 days notice is given to all clubs in the district.

15.040.2. *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.

15.040.3. *Conference and District Resolutions Meeting Actions.*

A district conference and district resolutions 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 resolutions meeting shall consider and act upon all matters submitted to it for consideration by the board and may adopt resolutions thereon.

15.040.4. *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.

15.040.5. *Conference Report.*

The governor or acting chairman, 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.

15.050. Conference and District Resolutions Meeting Voting.

15.050.1. Electors.

Each club in a district shall select, certify, and send to its annual district conference and district resolutions 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 semiannual payment 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 resolutions meeting to vote.

15.050.2. Conference and District Resolutions Meeting Voting Procedures.

Every member in good standing of a club in a district present at the district conference or a district resolutions meeting shall be entitled to vote on all matters submitted to a vote at such conference or district resolutions 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 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 resolutions 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, 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.

15.050.3. 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.

15.060. District Finances.

15.060.1. 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.

15.060.2. *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 10, 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 10, 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.

15.060.3. *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.

15.060.4. *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.

15.070. 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.

15.070.1. Rotarian in Good Standing.

The Rotarian must be a member in good standing of a functioning club in the district.

15.070.2. 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.

15.070.3. 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.

15.070.4. 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 15.090.

15.070.5. 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.

15.080. 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 15.070.

15.090. 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.

15.100. 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.

15.110. 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.

15.120. 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 13.040.

Article 16 Committees

16.010. Number and Term.

16.020. Membership.

16.030. Meetings.

16.040. Special Committees.

16.050. Term of Service.

16.060. Secretary of Committees.

16.070. Quorum.

16.080. Transaction of Business by Communication.

16.090. Authority.

16.100. Strategic Planning Committee.

16.110. Audit Committee.

16.120. Operations Review Committee.

16.010. 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 chairman of the host organization for the annual convention; (4) districting – con-

sist 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 16.050. 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.

16.020. *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 chairman of each committee and subcommittee. The president shall be an *ex officio* member of all RI committees.

16.030. *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.

16.040. *Special Committees.*

The provisions of sections 16.010. - 16.030. do not apply to any nominating committee or any committee formed under sections 16.100. - 16.120.

16.050. *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 chairman 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 chairman.

16.060. *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.

16.070. *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.

16.080. *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.

16.090. *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 10.060. and 10.070.

16.100. *Strategic Planning Committee.*

The board shall appoint a strategic planning committee to be composed of six members, four of whom shall serve a single term for a six-year period with two members appointed every third year and two of whom shall be members of the board appointed annually. 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 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 or the board. The strategic planning committee shall develop, recommend and update a strategic plan for consideration by the board, survey Rotarians and clubs not less than every three years in discharge of its duties to review and make recommendations to the board pertaining to the strategic plan and undertake other duties assigned by the board; it shall take into account studies of the change in the number of potential Rotarians on each continent, including in countries that may open soon to expansion, in order to predict the impact of such change on the membership in each zone.

16.110. *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 three current members of the board appointed annually by the board and two current trustees of The Rotary Foundation appointed annually by the trustees. In addition, the committee shall include two 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 with one member appointed every third year. 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 chairman of the committee, and, if deemed necessary by the president or the chairman 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

chairman of the committee. The chairman of the operations review committee or the chairman'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.

16.120. *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 17 Fiscal Matters

17.010. Fiscal Year.

17.020. Club Reports.

17.030. Dues.

17.040. Date of Payment.

17.050. Budget.

17.060. Five-Year Financial Forecast.

17.070. Audit.

17.080. Report.

17.010. *Fiscal Year.*

The fiscal year of RI shall begin on 1 July and end on 30 June.

17.020. *Club Reports.*

Each club shall certify to the board the number of its members on 1 July and on 1 January in each year. This certificate shall be signed by the club president and secretary and shall be transmitted to the general secretary. The certified club report shall be circulated to the club members.

17.030. *Dues.*

17.030.1. *Per Capita Dues.*

Each club shall pay to RI per capita dues for each of its members as follows: US\$26.50 per half year in 2013-2014, US\$27.00 per half year in 2014-2015, US\$27.50 per half year in 2015-2016, and US\$28.00 per half year in 2016-2017

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

17.030.2. *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. There shall be no minimum amount payable to RI by any club. In the event an extraordinary meeting of the council 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.

17.030.3. *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.

17.030.4. *Dues Payable by RIBI.*

Each club in RIBI shall pay its per capita dues to RI as provided in subsection 17.030.1., through RIBI, acting on behalf of RI. RIBI shall retain one half of the RI per capita dues assessed pursuant to subsection 17.030.1. and forward to RI the balance of such dues.

17.030.5. *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.

17.040. *Date of Payment.*

17.040.1. *Due Date of Per Capita Dues.*

Per capita dues shall be due and payable pursuant to subsection 17.030.1. on 1 July and 1 January of each year. Dues payable pursuant to subsection 17.030.2. shall be due and payable on 1 July.

17.040.2. *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 semiannual 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. Such dues shall be changed only by the council on legislation.

17.040.3. *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.

17.040.4. *New Clubs.*

No club shall be liable for payment of dues until the semiannual period following its date of admission.

17.050. *Budget.***17.050.1. *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.

17.050.2. *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.

17.050.3. *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.

17.050.4. *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.

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

The budget of RI as adopted according to the provisions of subsection 17.050.1. 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.

17.050.6. *Expenditures in Excess of Anticipated Revenue; General Surplus Fund.*

Notwithstanding the provisions of section 17.050.4., 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.

17.060. Five-Year Financial Forecast.

17.060.1. 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.

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

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

17.060.3. 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 convenes.

17.060.4. 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.

17.070. 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.

17.080. 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 17.050.1. and, if necessary, as revised in accordance with subsection 17.050.2. 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 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 18 Name and Emblem

18.010. Preservation of RI's Intellectual Property.

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

18.010. *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.

18.020. *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 19 Other Meetings

19.010. International Assembly.

19.020. Rotary Institutes.

19.030. Council of Past Presidents.

19.040. Meetings Procedure.

19.010. *International Assembly.***19.010.1. *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.

19.010.2. *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 chairman 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.

19.010.3. *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 chairmen of the committees of RI, and such other persons as the board may designate.

19.010.4. *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.

19.020. *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.

19.030. Council of Past Presidents.

19.030.1. 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.

19.030.2. Officers.

The penultimate past president shall serve as chairman of the council of past presidents. The member of the council who is the immediate past president shall serve as vice-chairman of the council. The general secretary shall be the secretary of the council of past presidents but shall not be a member thereof.

19.030.3. 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.

19.030.4. 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 chairman 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.

19.030.4.1. Meeting at Convention and International Assembly.

The council of past presidents shall meet at the annual convention and/or international assembly.

19.040. Meetings Procedure.

The chairman 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 20 Official Magazine

20.010. Authority for Publishing Official Magazine.

20.020. Subscription Prices.

20.030. Subscription to Magazines.

20.010. 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.

20.020. Subscription Prices.**20.020.1. Price.**

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

20.020.2. 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.

20.020.3. 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.

20.030. Subscription to Magazines.**20.030.1. Required Subscription.**

Each member of a club not located in the United States or Canada and each member of an e-club 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. 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.

20.030.2. 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 21 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 22 The Rotary Foundation

22.010. Purpose of The Foundation.

22.020. Trustees.

22.030. Terms of Trustees.

22.040. Compensation of Trustees.

22.050. Expenditures of Trustees.

22.060. Report of Trustees.

22.010. *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.

22.020. *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.

22.020.1. *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.

22.030. *Terms of Trustees.*

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

22.040. *Compensation of Trustees.*

All trustees shall serve without compensation.

22.050. *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.

22.060. *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 23 Indemnification

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

Article 24 Arbitration and Mediation

24.010. Disputes.

24.020. Date for Mediation or Arbitration.

24.030. Mediation.

24.040. Arbitration.

24.050. Decision of Arbitrators or Umpire.

24.060. Costs of Mediation or Arbitration.

24.010. 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.

24.020. 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.

24.030. 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.

24.030.1. 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.

24.030.2. Unsuccessful Mediation.

If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 24.040. of this article.

24.040. 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.

24.050. 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.

24.060. 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 25 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.

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

Article 2 Name (select one)

- The name of this organization shall be Rotary Club of _____

(Member of Rotary International)

or

- The name of this organization shall be Rotary E-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 Locality of the Club (select one)

- The locality of this club is as follows: _____

or

- The locality of this e-club is (worldwide) _____ and can be found on the web at: www. _____

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

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 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.
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.

(Select one Article 6)

Article 6 Meetings

Section 1 – Regular Meetings.

- (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.
- (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 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.

or

□ Article 6 Meetings (for e-Clubs)

Section 1 — Regular Meetings.

- (a) *Day.* This club shall hold a regular meeting once each week by posting an interactive activity on the club's website on the day provided in the bylaws. The 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.
- (c) *Cancellation.* The board may cancel a regular meeting if it falls on 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.

Section 2 — Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

Article 7 Membership

Section 1 – General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

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 – Transferring or Former Rotarian.

- (a) *Potential Members.* 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 under this section 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 this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. The club should demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. Transferring or former members changing clubs should be asked to bring a letter of recommendation from their previous club.
- (b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club 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 this club.

Section 5 – 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 6 – 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. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 7 – 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 permanent 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 admission fees and 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 8 — 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 9 — Rotary International Employment. This club may retain in its membership any member employed by RI.

Article 8 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 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 Rotary Foundation 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 9 Attendance

(Select one introductory paragraph to Section 1)

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 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 makes up for an absence in any of the following ways:

or

Section 1 (for e-Clubs) – General Provisions. Each member should attend this club’s regular meetings. A member shall be counted as attending a regular meeting if the member participates in the regular meeting posted on the club’s website within one week following its posting, or makes up a missed meeting 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 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 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 10 Directors and Officers

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 12, 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, and a secretary, and may include one or more vice-presidents, all of whom shall be members of the board. The club officers shall also include a treasurer and may include a sergeant-at-arms, all of whom may be members 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 continue 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 chairman and other officers shall be the immediate past chairman, the chairman-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.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4(a) or any former member of this club who rejoins this club, shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 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. A second admission fee shall not be required.
- (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 8, section 2.

Section 4 – Termination – Non-attendance.

- (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 9, 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 7, 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 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 16.
- (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 16.
- (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. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article 13 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 14 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. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

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

Article 15

Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and 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 16 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 17 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 18 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 19 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 3. Article 2 (Name) and Article 3 (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.

RECOMMENDED ROTARY CLUB BYLAWS

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BYLAWS OF THE ROTARY CLUB OF

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

NOTE: These bylaws are only recommendations. Club bylaws should be used to supplement the Standard Rotary Club Constitution with the common practices and processes of your club. You may update the club bylaws to reflect the current practices of your club as long as the changes do not conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution, and the Rotary Code of Policies. Your club may also determine how to define a quorum for voting purposes. Mandatory articles that your club must include are noted below.

This edition of the Recommended Rotary Club Bylaws removed the sections on Avenues of Service and Leave of Absence as they are found in the Standard Rotary Club Constitution. The section Order of Business was also removed to allow clubs more flexibility. For meeting agenda details, see Rotary club leader manuals. For questions, consult your district governor.

Article 2 Board

The governing body of this club is the Board consisting at a minimum of the president, immediate past president, president-elect, vice president, and secretary.

NOTE: This article must be included in your bylaws and the officers listed above are required to be members of the club Board. Your club's Board may include additional Board members such as director(s), treasurer, president-nominee, sergeant-at-arms, or others. Satellite clubs must also list their club officers in this article.

Article 3 Elections and Terms of Office

Section 1 — One month prior to elections, members may 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 — A vacancy on the Board or any office shall be filled by the remaining members of the Board.

Section 4 — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

Section 5 – Terms of office for each role are as follows:

- Vice President – _____
- Director – _____
- Treasurer – _____
- Secretary – _____
- Sergeant-at-arms – _____

NOTE: A process for elections must be included in your bylaws. If a nominating committee is used, details of how it is appointed must be included. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution.

Article 4 Duties of the Board

Section 1 – *President.* The president shall preside at club and Board meetings.

Section 2 – *Immediate Past President.* The immediate past president shall serve as a director.

Section 3 – *President-elect.* The president-elect shall prepare for their year in office and serve as a director.

Section 4 – *Vice President.* The vice president shall preside at club and Board meetings in the absence of the president.

Section 5 – *Director.* A director shall attend club and Board meetings.

Section 6 – *Secretary.* The secretary shall keep membership and attendance records.

Section 7 – *Treasurer.* The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 8 – Board members may perform additional duties as assigned.

NOTE: See Rotary club leader manuals for details on the roles of club officers.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 – The regular weekly meetings of this club are held on _____ (day) at _____ (time). Reasonable notice of any change or cancellation of the regular meeting shall 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.

NOTE: This article must be included in your bylaws. For e-clubs, section 2 must include that the e-club posts the interactive activity on the club's website by the day listed. For satellite clubs, voting procedures must be included.

Article 6 Fees and Dues

Section 1 – The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.

Section 2 – Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian* or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual

dues shall be in the amount of _____. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

NOTE: Club admission fees and payment deadlines must be included in your bylaws. Admission fees may be zero.

Article 7 Method of Voting

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Article 8 Committees

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. Each club should have the following committees:

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

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

NOTE: The committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create committees that are necessary to effectively meet its service and fellowship needs. Sample listings of optional committees are found in the Rotary manuals for club committees. Clubs may develop different committee structures as needed.

Article 9 Finances

Section 1 — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4 — A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 — An annual financial statement of the club shall be provided to club members.

Section 6 — The fiscal year is from 1 July to 30 June.

NOTE: Rotary's manual for club treasurers gives details on managing club finances.

Article 10 Method of Electing Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 — The club may elect honorary members proposed by the Board.

NOTE: A process for electing members must be included in your bylaws. For details on new member orientation, see Rotary's reference documents.

Article 11 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 12 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that 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.

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

business 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.

EXTRACTS FROM THE ARTICLES OF INCORPORATION OF THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

FILED 31 MAY 1983

Name. The name of the corporation is: The Rotary Foundation of Rotary International.

Purposes. This corporation is organized and shall at all times be operated exclusively for charitable and educational purposes, or such other purposes or objects as may be provided in section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of subsequent federal tax laws and as may be approved by the corporate member, including, but not limited to, the following: The furthering of understanding and friendly relations between people of different nations through the fostering of tangible and effective programs of a philanthropic, charitable, educational, or other eleemosynary nature.

Dedication of Income and Assets.

- (a) No part of the assets or net earnings of this corporation shall inure to the benefit of any director, trustee, or officer of this corporation or to any private individual, except that the corporation may make payments and distributions in furtherance of the purposes set forth above, including the payment of reasonable compensation for services rendered. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (b) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This corporation shall not participate in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office.
- (c) Upon dissolution or liquidation of this corporation, after payment or provision for its debts and liabilities, all of its assets (except any assets conveyed to this corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of this corporation) shall be transferred or conveyed pursuant to law to one or more organizations described in section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws for one or more of the purposes described above, as the corporate member of this corporation shall determine.

Corporate Member. The corporation shall have one class of members, which class shall consist of one member, designated as the “corporate member.” The manner of selection of the corporate member shall be prescribed by the bylaws. In addition to matters required by statute, the corporate member shall have the sole power to appoint the directors of the corporation (who shall be known as trustees). The articles of incorporation and bylaws shall not be changed without the approval of the corporate member. The bylaws may require that additional matters be submitted for approval by the corporate member.

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