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Bylaws of Rotary International

Article 1 Definitions

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

Interim Provision.

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

Article 2 Membership in Rotary International

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

2.010. *Application for Membership in RI.*

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

2.010.1. *New Clubs.*

A new club shall have at least 20 charter members.

2.020. *Locality of a Club.*

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

2.030. The Standard Rotary Club Constitution.

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

2.030.1. Amendments to the Standard Club Constitution.

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

2.030.2. Clubs Chartered Before 6 June 1922.

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

2.030.3. Exceptions to the Standard Club Constitution.

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

2.040. The Standard Rotaract Club Constitution

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

2.040.1. Exceptions to the Standard Rotaract Club Constitution

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

2.050. Smoking.

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

2.060. Merger of Clubs.

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

Article 3 Resignation, Suspension or Termination of Membership in RI

3.010. Club or Rotaract Club Resignation from RI.

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

3.030. Rights of a Suspended Club or Rotaract Club.

3.040. Rights of a Terminated Club or Rotaract Club.

3.050. Reorganization of a Club.

3.010. Club or Rotaract Club Resignation from RI.

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

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

3.020.1. Suspension or Termination.

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

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

3.020.2. Suspension for Failure to Report Membership Changes.

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

3.020.3. Termination for Failure to Function.

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

3.020.4. Termination for Lack of Members.

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

3.020.5. Discipline, Suspension, or Termination for Cause.

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

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

3.020.6. Period of Suspension.

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

- (a) paid all dues or other financial obligation to RI, or paid all required levies to the district fund;

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

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

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

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

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

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

3.050. *Reorganization of a Club.*

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

Article 4 Membership in Clubs

4.010. Types of Members.

4.020. Active Members.

4.030. Transferring or Former Rotarian.

4.040. Prohibited Dual Memberships.

4.050. Honorary Membership.

4.060. Rotaract Club Membership.

4.070. Diversity of Membership.

4.080. Attendance Reports.

4.090. Attendance at Other Clubs.

4.100. Exceptions to Provisions on Membership.

4.010. *Types of Members.*

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

4.020. *Active Members.*

A person possessing the qualifications in article 5, section 2 of the RI constitution may be elected as an active member.

4.030. *Transferring or Former Rotarian.*

A member or a former club may propose a transferring or former member for membership. Potential members with debts to another club are ineligible for membership. Any club that wishes to admit a former member shall demand that the potential member provide a written statement from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member is

contingent upon receiving a written statement from the board of the previous club confirming the prospective member's prior membership in that club, and whether debts are owed by the current or former member that is being considered for membership in the other club. If a written statement is not provided within 30 days, it is assumed that the member does not owe the other club.

4.040. *Prohibited Dual Memberships.*

No member shall simultaneously:

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

4.050. *Honorary Membership.*

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

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any club office;
- (d) not hold classifications; and
- (e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

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

4.060. *Rotaract Club Membership.*

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

4.070. *Diversity of Membership.*

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

4.080. *Attendance Reports.*

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

4.090. *Attendance at Other Clubs.*

A Rotarian may attend a regular meeting or satellite club meeting of another club. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former club.

4.100. *Exceptions to Provisions on Membership.*

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

Article 5 Board of Directors

5.010. Duties of the Board.

5.020. Publication of Board Decisions and Minutes.

5.030. Appeal of Board Decisions.

5.040. Removal of Officers and Committee Members.

5.050. RI Meetings.

5.060. Board Meetings.

5.070. Executive Committee.

5.080. Terms and Qualifications of Directors.

5.090. Disability of Board Member.

5.100. Vacancy in the Office of Director.

5.010. *Duties of the Board.*

5.010.1. *Purpose.*

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

5.010.2. *Powers.*

The board directs and controls the affairs of RI by:

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

5.010.3. *Strategic Plan.*

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

5.020. *Publication of Board Decisions and Minutes.*

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

5.030. *Appeal of Board Decisions.*

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

5.040. *Removal of Officers and Committee Members.*

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

5.050. *RI Meetings.*

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

5.050.1. *Annual Convention.*

In accordance with the RI constitution, the board shall determine the time, place, and fees, and make all arrangements for the annual convention. The president shall be the presiding officer, who may appoint others to preside. The president may appoint credentials, balloting, and other committees if needed. The board shall adopt voting procedures implementing article 9, sections 3, 4, and 5, of the RI constitution for representation by the delegates.

5.060. *Board Meetings.*

5.060.1. *Frequency, Notice, and Manner.*

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

5.060.2. Quorum.

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

5.060.3. First Meeting of Year.

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

5.070. Executive Committee.

The board may appoint an executive committee composed of five to seven of its members, including ex officio members. The executive committee shall evaluate the performance of the general secretary at least annually and report its findings to the board. The board may delegate its authority to make decisions between meetings to the executive committee, but only on matters within RI's established policy. The board prescribes the terms of reference for the executive committee, which shall not conflict with this section.

5.080. Terms and Qualifications of Directors.

5.080.1. Terms.

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

5.080.2. Qualifications.

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

5.090. Disability of Board Member.

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

5.100. Vacancy in the Office of Director.

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

Article 6 Officers

6.010. Election of Officers at Convention.

6.020. Duties of Officers.

- 6.030.** Selection of Vice-President and Treasurer.
- 6.040.** Election and Term of General Secretary.
- 6.050.** Qualifications of Officers.
- 6.060.** Terms of Officers.
- 6.070.** Vacancy in the Office of President.
- 6.080.** Vacancy in the Office of President-elect.
- 6.090.** Vacancy in the Office of Vice-President or Treasurer.
- 6.100.** Compensation of Officers.

6.010. *Election of Officers at Convention.*

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

6.020. *Duties of Officers.*

6.020.1. *President.*

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

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

6.020.2. *President-elect.*

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

6.020.3. *General Secretary.*

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

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

6.020.4. *Treasurer.*

The treasurer:

- (a) shall regularly receive financial information from, and confer with, the general secretary on the management of RI finances;

- (b) makes appropriate reports to the board and the annual convention; and
- (c) may have additional duties to those in these bylaws or that accompany membership on the board as assigned by the president or the board.

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

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

6.040. *Election and Term of General Secretary.*

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

6.050. *Qualifications of Officers.*

6.050.1. *Generally.*

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

6.050.2. *President.*

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

6.060. *Terms of Officers.*

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

6.070. *Vacancy in the Office of President.*

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

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

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

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

6.080.1. *Selection of Replacement President-elect by the Board.*

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

6.080.2. *Vacancy Immediately Preceding Assumption of Office.*

If the office of president-elect becomes vacant after the convention adjourns, but before 1 July, the vacancy shall be considered to occur on 1 July and be filled in accordance with section 6.070.

6.080.3. *Contingencies for Vacancies.*

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

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

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

6.100. *Compensation of Officers.*

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

Article 7 Council on Legislation

7.010. Types of Legislation.

7.020. Who May Propose Legislation.

7.030. District Endorsement of Club Legislation.

7.040. Purpose and Effect Statement.

7.050. Deadline for Enactments and Position Statements.

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

7.070. Review of Legislation.

7.080. Interim Provisions.

7.090. Extraordinary Meeting of the Council.

7.010. *Types of Legislation.*

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

7.020. *Who May Propose Legislation.*

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

7.030. *District Endorsement of Club Legislation.*

Club-proposed enactments must be endorsed by its district at a district conference, a district legislation meeting, or an RIBI district council. Where time does not allow proposed enactments to be submitted to the district conference, a district legislation meeting, or RIBI district council, the proposed enactments may be submitted to the

clubs of the district by a club ballot conducted by the governor. Any club ballot shall follow the procedure in section 12.050. as closely as possible. An enactment delivered to the general secretary shall be certified by the governor that it has been endorsed. Districts should not propose or endorse more than five enactments per council on legislation.

7.040. Purpose and Effect Statement.

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

7.050. Deadline for Enactments and Position Statements.

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

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

7.060.1. Duly Proposed Enactments.

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

7.060.2. Defective Enactments.

An enactment is defective if it:

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

7.060.3. Defective Position Statements.

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

7.070. Review of Legislation.

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

7.070.1. Similar Legislation.

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

the similar proposals. Compromise and alternate legislation, so designated, is not subject to the established deadlines.

7.070.2. Legislation Not Transmitted to the Council on Legislation.

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

7.070.3. Amendments to Legislation.

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

7.070.4. Transmittal of Legislation.

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

7.070.5. Publication of Proposed Legislation.

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

7.070.6. Council Consideration of Legislation.

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

7.080. Interim Provisions.

Interim provisions shall expire when they are no longer applicable.

7.090. Extraordinary Meeting of the Council.

7.090.1. Notice.

An extraordinary meeting of the council on legislation may be called by the board in accordance with article 10, section 5 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be sent to members and governors no later than 30 days before the meeting is scheduled to convene. The governors shall notify the clubs in their districts.

7.090.2. Adoption of Enactments.

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

7.090.3. Procedures.

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

7.090.3.1. Method of Meeting.

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

7.090.3.2. Report of Action.

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

7.090.3.3. Opposition to Action.

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

7.090.4. Effective Date of Action.

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

Article 8 Council on Resolutions

8.010. Meeting of the Council on Resolutions.

8.020. Resolutions.

8.030. Who May Propose Resolutions.

8.040. District Endorsement of Club Resolutions.

8.050. Enactments Considered by the Council on Resolutions.

8.060. Deadline for Resolutions and Enactments.

8.070. Duly Proposed Resolutions; Defective Resolutions.

8.080. Review of Proposed Resolutions and Enactments.

8.090. Resolutions and Enactments Not Transmitted to the Council.

8.100. Enactment Procedures

8.110. Adoption of Resolutions.

8.010. *Meeting of the Council on Resolutions.*

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

8.020. *Resolutions.*

Resolutions are expressions of opinions by the council on resolutions.

8.030. *Who May Propose Resolutions.*

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

8.040. *District Endorsement of Club Resolutions.*

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

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

The council on resolutions, as a special meeting of the council on legislation, shall consider and act on any enactments duly proposed by the board that the board determines to be of an urgent nature.

8.060. *Deadline for Resolutions and Enactments.*

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

8.070. *Duly Proposed Resolutions; Defective Resolutions.*

8.070.1. *Duly Proposed Resolutions.*

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

8.070.2. *Defective Resolutions.*

A resolution is defective if it:

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

8.080. *Review of Proposed Resolutions and Enactments.*

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

8.090. Resolutions and Enactments Not Transmitted to the Council.

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

8.100. Enactment Procedures

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

8.110. Adoption of Resolutions.

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

Article 9 Composition and Procedures of the Councils

9.010. Representatives.

9.020. Qualifications of Representatives.

9.030. Duties of Representatives.

9.040. Terms of Representatives.

9.050. Selection of Representatives by Nominating Committee.

9.060. Election of Representatives at the District Conference.

9.070. Election of Representatives by Club Ballot.

9.080. Report and Publication of Representatives' Names.

9.090. Representative or Alternate Unable to Serve.

9.100. Credentials.

9.110. Council Officers.

9.120. Council Operations Committee.

9.130. Quorum and Voting.

9.140. Procedures of the Councils.

9.150. Post-Council Proceedings.

9.010. Representatives.

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

9.020. Qualifications of Representatives.

Each representative shall

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

9.020.1. *Not Eligible.*

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

9.030. *Duties of Representatives.*

A representative shall:

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

9.040. *Terms of Representatives.*

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

9.050. *Selection of Representatives by Nominating Committee.*

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

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

9.060.1. *Election.*

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

9.060.2. *Nominations.*

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

9.060.3. *One Candidate for Representative.*

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

9.060.4. *Selection of Representatives and Alternates.*

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

9.070. *Election of Representatives by Club Ballot.*

9.070.1. *Authorization for Club Ballot.*

The board may authorize a district to select the representative and alternate by a club ballot. Alternatively, a majority of electors present and voting at a district conference may vote to select the representative and the alternate by a club ballot. When authorized at the district conference, the club ballot shall be conducted in the month after the district conference.

9.070.2. *Nominations.*

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

9.070.3. *Election by Club Ballot.*

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

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

9.080.1. *Report by Governor to General Secretary.*

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

9.080.2. *Publication of Representatives to Council Meetings.*

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

9.090. Representative or Alternate Unable to Serve.

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

9.100. Credentials.

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

9.110. Council Officers.

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

9.110.1. Chair.

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

9.110.2. Vice Chair.

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

9.110.3. Parliamentarian.

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

9.110.4. Secretary.

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

9.110.5. Constitution and Bylaws Committee.

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

9.110.6. Non-Voting Members.

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

9.110.7. Members-at-Large.

The president may appoint up to three members-at-large as non-voting members of the council on legislation. Members-at-large serve under the direction of the council chair. After publication of the legislation, the council chair assigns each member-at-large items

of legislation. Each member-at-large shall study the legislation and be prepared to facilitate its consideration in order to inform the council on legislation on matters not adequately addressed in debate.

9.120. Council Operations Committee.

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

9.130. Quorum and Voting.

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

9.140. Procedures of the Councils.

9.140.1. Rules of Procedure.

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

9.140.2. Appeal.

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

9.150. Post-Council Proceedings.

9.150.1. Reports.

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

9.150.2. Opposition to Council Adoptions.

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

9.150.3. *Suspension of Council Adoptions.*

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

9.150.4. *Vote by Club Ballot.*

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

9.150.5. *Balloting Committee Meeting.*

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

9.150.6. *Results of Balloting.*

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

9.150.7. *Effective Date of Council Adoptions.*

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

Article 10 Nominations and Elections for President

10.010. Nominations for President.

10.020. Nominating Committee for President.

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

10.040. Committee Procedure.

10.050. Nomination by the Committee.

10.060. Report of Committee.

10.070. Additional Nomination by Clubs.

10.080. Contingency Not Provided for in Section 10.070.

10.090. Club Ballot.

10.010. *Nominations for President.*

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

10.020. *Nominating Committee for President.*

10.020.1. *How Constituted.*

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

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

10.020.2. *Member from RIBI.*

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

10.020.3. *Qualifications.*

Each member of the nominating committee shall be:

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

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

10.030.1. *Notification to Eligible Candidates.*

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

10.030.2. *One Eligible Past Director in a Zone.*

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

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

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

10.030.3.1. *Ballot Procedure.*

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

10.030.4. *Balloting Committee Meeting.*

A balloting committee, appointed by the president, meets at a time, place, and manner determined by the president to examine and count the ballots, no later than 10 July.

Within five days of meeting, the balloting committee shall certify the balloting results to the general secretary.

10.030.5. *Declaration of Member and Alternate.*

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

10.030.6. *Vacancy.*

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

10.030.7. *Term.*

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

10.030.8. *Vacancy Not Provided for in Bylaws.*

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

10.040. *Committee Procedure.*

10.040.1. *Notification of Names of Committee Members.*

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

10.040.2. *Selection of Chair.*

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

10.040.3. *Forwarding Names to Committee.*

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

10.050. *Nomination by the Committee.*

10.050.1. *Best Qualified Rotarian.*

The committee shall meet and nominate the best qualified Rotarian from among the list of past directors who have indicated they are willing to serve as president regardless of

their country of residence. However, the committee shall not nominate candidates from the same country of residence two years consecutively.

10.050.2. *Committee Meeting.*

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

10.050.3. *Quorum and Voting.*

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

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

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

10.050.4.1. *Procedures for Committee.*

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

10.050.4.2. *Challenging Candidates.*

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

10.050.4.3. *Contingency Not Provided for in Bylaws.*

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

10.060. *Report of Committee.*

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

10.070. *Additional Nomination by Clubs.*

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

10.070.1. *Candidate Previously Considered and Concurrence.*

Any club may suggest as a challenging candidate a Rotarian who notified the general secretary pursuant to subsection 10.040.3. of their willingness to be considered for nomination for president through a resolution adopted by the club. The resolution must be supported by a concurrence of at least a majority of the clubs in the district obtained

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

10.070.2. Notification to Clubs of Challenging Candidates.

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

10.070.3. Absence of a Challenging Candidate.

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

10.070.4. Endorsement of Challenging Candidate.

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

10.070.5. Validity of Endorsement.

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

10.080. Contingency Not Provided for in Section 10.070.

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

10.090. Club Ballot.

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

10.090.1. Balloting Committee.

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

10.090.2. Ballot Specifications.

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

10.090.3. *Distribution of Ballot.*

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

10.090.4. *Club Voting.*

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

10.090.5. *Balloting Committee Meeting.*

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

10.090.6. *Counting of Votes.*

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

10.090.7. *Announcement of President-elect.*

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

10.090.8. *Tie Vote.*

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

Article 11 Nominations and Elections for Directors

11.010. Nominations for Directors by Zones.

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

11.030. Club Ballot Procedure.

11.040. Nominations for Officers of RIBI.

11.010. *Nominations for Directors by Zones.*

Nominations for directors shall be by zones.

11.010.1. *Number of Zones.*

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

11.010.2. *Schedule of Nominations.*

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

11.010.3. *Periodic Review of Zone Boundaries.*

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

11.010.4. *Realignment of Zones.*

Any new alignments can be made by the board.

11.010.5. *Sections Within Zones.*

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

11.010.6. *Director from Zone in RIBI.*

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

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

11.020.1. *General Provisions of Nominating Committee Procedure.*

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

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

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

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

section that is not within RIBI. The nominating committee for the section not within RIBI shall be selected from that section.

11.020.3. Membership on Nominating Committee.

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

11.020.4. Election.

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

11.020.5. Nominations.

Any club in a district may nominate a qualified member of the club for membership on the nominating committee if the member has indicated a willingness and ability to serve. The club shall certify the nomination in writing and must include the signatures of the club president and secretary. The nomination shall be forwarded to the governor for presentation to the electors at the district conference. Each club shall designate one elector to cast all its votes. All votes from a club with more than one vote shall be cast for the same candidate. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be for the same-ordered choices of candidates.

11.020.6. Members and Alternates.

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

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

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

11.020.8. Member and Alternate Member Unable to Serve.

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

11.020.9. Selection of Members by Nominating Committee Procedure.

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

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

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

11.020.11. Election Through Club Ballot.

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

11.020.12. Report of Member to the General Secretary.

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

11.020.13. Contingency Not Provided for in Section 11.020.

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

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

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

11.020.15. Suggestions from Clubs to Committee.

By 1 July, the general secretary informs the clubs in the zone, or section, of the composition of the nominating committee, invites them to submit their suggestions for director from the zone, or section, and provides the address of the convener.

Suggestions shall be submitted to the convener on a form approved by the board and include a photograph and background information about the suggested candidate's Rotary and other activities. Suggestions must be received by the convener no later than 1 September.

11.020.16. Committee Nominations.

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

11.020.17. Meeting of the Nominating Committee.

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

11.020.18. Committee Inability to Select Nominee.

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

11.020.19. Report of Selection of Committee.

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

11.020.20. Nominee Unable to Serve.

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

11.020.21. Proposal of Challenging Candidates.

Any club in the zone, or section, may propose a challenging candidate. The challenging candidate must have been suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting. The resolution must be concurred to by a majority of clubs in its district or, if its district is in more than one zone, a majority of clubs in its district which are in the same zone from which the director is to be nominated. The concurrence shall be

obtained at a conference or through a club ballot. The concurrence must be certified to the general secretary by the district's governor. The resolution must include a written statement from the challenging candidate that the candidate is willing and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. The process must be completed by 1 December in the relevant year, or the challenging candidate is not eligible to contest the selection.

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

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

11.030. Club Ballot Procedure.

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

11.030.1. Voting.

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

11.030.2. Ballot Specifications.

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

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

11.030.3. Deadline for Receipt of Ballots.

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

11.030.4. Club Voting.

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

11.030.5. *Balloting Committee.*

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

11.030.6. *Counting Ballots.*

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

11.030.7. *Announcement of Director-nominee.*

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

11.030.8. *Tie Vote.*

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

11.030.9. *Extension of Time.*

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

11.040. *Nominations for Officers of RIBI.*

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

Article 12 Nominations and Elections for Governors

12.010. Selection of a Governor-nominee.

12.020. Procedure to Select Governor.

12.030. Nominating Committee Process.

12.040. Selection of Governor by Club Ballot.

12.050. Club Ballot Procedure.

12.060. Selection of Governor by District Conference.

12.070. Certification of Governor-nominee.

12.080. Rejection or Suspension of Governor-nominee.

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

12.010. *Selection of a Governor-nominee.*

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

12.020. *Procedure to Select Governor.*

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

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

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

12.030. *Nominating Committee Process.*

12.030.1. *Nominating Committee for Governor.*

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

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

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

12.030.3. *Club Suggestions for Governor.*

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

12.030.4. Nomination by Committee of Best Qualified Rotarian.

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

12.030.5. Notification of Nomination.

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

12.030.6. Committee Inability to Select Nominee.

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

12.030.7. Challenging Candidates.

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

12.030.8. Concurrence to Challenges.

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

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

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

12.030.9. Challenging Nominations.

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

12.030.10. *Lack of Valid Challenging Candidate.*

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

12.040. *Selection of Governor by Club Ballot.*

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

12.050. *Club Ballot Procedure.*

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

12.050.1. *Club Voting.*

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

12.050.2. *Balloting Committee.*

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

12.050.3. *Report of Balloting Committee.*

The balloting committee shall promptly report the results to the governor as soon as a candidate receives a majority vote, including the number of the votes for each candidate. The candidate receiving a majority of the votes cast shall be declared governor-nominee. If there is a tie vote, the nominating committee's candidate shall be declared the governor-nominee. If neither tied candidate was the nominating committee's choice, the governor shall select one of the tied candidates as the governor-nominee. The governor shall promptly notify the candidates and clubs of the results of the ballot. The balloting

committee shall retain all ballots for 15 days after the governor's notification to the candidates and clubs. The ballots shall be open to inspection by any club during this period. The chair of the committee shall destroy the ballots following the 15-day period.

12.060. *Selection of Governor by District Conference.*

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

12.070. *Certification of Governor-nominee.*

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

12.080. *Rejection or Suspension of Governor-nominee.*

12.080.1. *Failure to Meet Qualifications.*

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

12.080.2. *Suspension of Nomination.*

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

12.080.3. *Rejection of Nominee.*

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

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

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

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

12.090.1. *Special Provision to Vacancies.*

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

Article 13 Conduct and Review of Elections

13.010. Campaigning, Canvassing, and Electioneering.

13.020. Nominating Committee.

13.030. Election Review Procedures.

13.010. *Campaigning, Canvassing, and Electioneering.*

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

13.020. *Nominating Committee.*

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

13.030. *Election Review Procedures.*

13.030.1. *Complaints.*

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

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

13.030.2. *Board Consideration.*

The general secretary shall act upon a complaint pursuant to board procedures. The board may dismiss the complaint, disqualify the candidate for the elective office sought

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

13.030.3. *Repeated Election Complaints from a District.*

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

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

13.030.4. *Candidate Declaration of Campaigning Provisions.*

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

13.030.5. *Completion of Election Review Procedure.*

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

Article 14 Administrative Groups and Administrative Territorial Unit

14.010. Board Authority.

14.020. Supervision.

14.030. Administrative Territorial Unit (RIBI).

14.010. *Board Authority.*

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

14.020. Supervision.

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

14.030. Administrative Territorial Unit (RIBI).

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

14.030.1. The RIBI Constitution.

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

14.030.2. Amending the RIBI Constitution.

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

14.030.3. Amending the RIBI Bylaws.

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

Article 15 Districts

15.010. How Established.

15.020. Presidents-elect Training Seminar (PETS).

15.030. District Training Assembly.

15.040. District Conference and District Legislation Meeting.

15.050. Voting at District Conferences and District Legislation Meetings.

15.060. District Finances.

15.010. How Established.

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

15.010.1. Eliminating and Changing Boundaries.

The board may eliminate or change the boundaries of a district with more than 100 clubs or fewer than 1,100 Rotarians, and then may move clubs from these districts into adjacent districts, merge these districts with others, or divide them. Otherwise, no

change shall be made to the boundaries of a district if a majority of its clubs object. The board may eliminate or change the boundaries of a district only after consulting with the governors and clubs involved and allowing them reasonable opportunity to provide a recommendation on the proposed change. The board shall consider geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. The board shall establish procedures for administration, leadership, and representation of future or merged districts.

15.010.2. Clubs in the Same Area.

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

15.020. Presidents-elect Training Seminar (PETS).

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

15.030. District Training Assembly.

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

15.040. District Conference and District Legislation Meeting.

15.040.1. Time.

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

15.040.2. Site Selection.

The governor-nominee and a majority of the current club presidents must agree on the site for the conference. Alternatively, the board may approve that the governor-nominee

and a majority of those who will serve as club presidents during the same year may select the site of the conference. If a club has not selected its future president, its current president shall vote on the site.

15.040.3. Conference and District Legislation Meeting Actions.

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

15.040.4. Conference Secretary.

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

15.040.5. Conference Report.

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

15.050. Voting at District Conferences and District Legislation Meetings.

15.050.1. Electors.

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

15.050.2. Conference and Legislation Meeting Voting Procedures.

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

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

Any club member in good standing present may demand a poll on any matter presented to the conference or legislation meeting, even if that member cannot vote on the matter.

In such cases, voting shall be restricted to electors. When voting on matters (a), (b), (c) and (d), all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

15.050.3. Proxies.

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

15.050.4. District Club Ballot.

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

15.060. District Finances.

15.060.1. District Fund.

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

15.060.2. Approval of Levy.

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

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

15.060.3. Per Capita Levy.

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

15.060.4. Annual Statement and Report of District Finances.

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

days before the club ballot. The governor shall start this process within 30 days of receiving the request from the immediate past governor.

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

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

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

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

Article 16 Governors

16.010. Qualifications of a Governor-nominee.

16.020. Qualifications of a Governor.

16.030. Duties of a Governor.

16.040. Duties of an RIBI Governor.

16.050. Removal from Office.

16.060. Vacancy in the Office of Governor.

16.010. *Qualifications of a Governor-nominee.*

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

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

16.020. *Qualifications of a Governor.*

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

16.030. Duties of a Governor.

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

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

16.040. Duties of an RIBI Governor.

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

16.050. Removal from Office.

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

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

16.060. Vacancy in the Office of Governor.

16.060.1. Vice Governor.

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

16.060.2. Permanent Vacancy in the Office of Governor.

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

16.060.3. Temporary Inability to Perform Duties of Governor.

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

Article 17 Committees

- 17.010.** Standing Committees.
- 17.020.** Other Committees.
- 17.030.** Special Committees.
- 17.040.** Membership Committee.
- 17.050.** Strategic Planning Committee.
- 17.060.** Audit Committee.
- 17.070.** Operations Review Committee.
- 17.080.** Membership on Committees.
- 17.090.** Meetings.
- 17.100.** Term of Service.
- 17.110.** Secretary of Committees.
- 17.120.** Quorum.
- 17.130.** Manner of Conducting Business.
- 17.140.** Authority over Committees.

17.010. Standing Committees.

The board shall establish standing committees on:

- (a) communications - with six members, two appointed each year for three-year terms;

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

Interim Provision Relating to Section 17.010.

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

17.020. Other Committees.

The board may establish other committees and determine, subject to the provisions of section 17.100.,:

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

17.030. Special Committees.

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

17.040. Membership Committee.

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

17.050. Strategic Planning Committee.

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

programs and activities, and financial management. The committee shall meet as decided by the president, the board, the TRF chair, or the TRF trustees.

17.060. *Audit Committee.*

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

17.070. *Operations Review Committee.*

The board shall appoint an operations review committee with six members, for single terms up to six years, with one member appointed each year as appropriate to maintain six members. No member shall be a past president, current board member, or current TRF trustee. Members shall be selected to balance experience in management, leadership development, and financial management. The president or the board shall determine the time, place, manner, and notice of meetings. As deemed necessary by the board or the president, the operations review committee may review operational matters, including, but not limited to, the effectiveness and efficiency of operations, administrative procedures, and standards of conduct. The committee reports directly to the board under terms of reference not in conflict with this section, prescribed by the board.

17.080. *Membership on Committees.*

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

17.090. *Meetings.*

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

17.100. *Term of Service.*

Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than three years. No person who has served on a committee for

three years is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

17.110. Secretary of Committees.

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

17.120. Quorum.

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

17.130. Manner of Conducting Business.

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

17.140. Authority over Committees.

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

Article 18 Fiscal Matters

18.010. Fiscal Year.

18.020. Club Reports.

18.030. Dues.

18.040. Date of Payment.

18.050. Budget.

18.060. Five-Year Financial Forecast.

18.070. Audit.

18.080. Report.

18.010. Fiscal Year.

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

18.020. Club Reports.

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

18.030. Dues.

18.030.1. Per Capita Dues.

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

18.030.2. *Per Capita Dues for Rotaract Clubs*

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

18.030.3. *Additional Per Capita Dues.*

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

18.030.4. *Dues Payable by RIBI.*

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

18.030.5. *Adjustment of Dues.*

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

18.040. *Date of Payment.*

18.040.1. *Payment Due Dates.*

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

18.040.2. *Prorated Dues.*

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

18.040.3. *Currency.*

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

18.040.4. *New Clubs.*

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

18.050. *Budget.*

18.050.1. *Adoption by Board.*

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

18.050.2. *Revision of Budget.*

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

18.050.3. *Budgeted Expenditures.*

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

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

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

18.050.5. *Annual Publication of the RI Budget.*

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

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

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

18.060. *Five-Year Financial Forecast.*

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

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

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

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

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

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

18.070. *Audit.*

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

18.080. *Report.*

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

Article 19 Name and Emblem

19.010. Preservation of RI's Intellectual Property.

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

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

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

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

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

Article 20 Other Meetings

20.010. International Assembly.

- 20.020.** Rotary Institutes.
- 20.030.** Council of Past Presidents.
- 20.040.** Meetings Procedure.

20.010. *International Assembly.*

20.010.1. *Purpose.*

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

20.010.2. *Time and Place.*

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

20.010.3. *Participants.*

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

20.010.4. *Special or Sectional Assemblies.*

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

20.020. *Rotary Institutes.*

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

20.030. *Council of Past Presidents.*

20.030.1. *Composition.*

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

20.030.2. *Duties.*

The council of past presidents shall consider matters referred by the president or board and may give advice and recommendations to the board on them. The council shall also,

at the request of the board, act as mediators in matters involving clubs, districts, and officers.

20.030.3. Meetings.

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

20.040. Meetings Procedure.

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

Article 21 Official Magazine

21.010. Authority for Publishing Official Magazine.

21.020. Subscription Prices.

21.010. Authority for Publishing Official Magazine.

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

21.020. Subscription Prices.

21.020.1. Required Subscription.

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

21.020.2. Magazine Income.

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

Article 22 The Rotary Foundation

22.010. TRF's Purpose.

22.020. Trustees.

22.030. Expenditures of Trustees.

22.040. Report of Trustees.

22.010. TRF's Purpose.

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

22.020. Trustees.

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

22.030. Expenditures of Trustees.

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

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

22.040. Report of Trustees.

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

Article 23 Indemnification

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

Article 24 Arbitration and Mediation

24.010. Mandatory Mediation or Arbitration.

24.020. Mediation.

24.030. Arbitration.

24.040. Costs of Mediation or Arbitration.

24.010. Mandatory Mediation or Arbitration.

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

24.020. Mediation.

The board shall set the procedure for mediation, including appointing as mediator a neutral and detached Rotarian with appropriate skills and experience. Either party may

request as mediator a Rotarian who is not a member of any disputant's club. The decision of the mediator shall be in writing and distributed to the parties and the general secretary. A party who disagrees with the outcomes may request further mediation.

24.030. Arbitration.

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

24.040. Costs of Mediation or Arbitration.

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

Article 25 Amendments

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