

Comparison of Current to Proposed Bylaws

Original Clause	Purpose of Clause	Proposed Clause	Purpose of Proposed Clause
Preamble	Defines the formation of the corporation and its purpose	1.0 Preamble.	Establishes the proposed bylaws as replacing and superseding the previous bylaws
Article 1: Name and Objectives	Sub clause A defines the name of the organization Sub clause B defines the objectives of the organization	2.0 Formation, Name and Objectives	2.1 Formation and Name defines the name and nature of the organization 2.2 Objectives. Defines the objectives of the District. Some unnecessary language has been removed and sub clause 2.2.7 alters the language from the original bylaws to reflect the current state of the law and best legal wording.
Article 2: Members, Dues, and Annual Meeting of the Membership	Sub clause A defines what a member is Sub clause B defines the District Dues	3.0 Members and District Levy	<ul style="list-style-type: none"> Item 3.1 defines what a member is Item 3.2 defines the District Levy. Levy is used because it is more legally correct than the term “dues.” In addition to providing the basis number and date for the levy, it also defines when the levy is due to the District as a specific date. It also states there are no refunds of a levy paid if the member should cease to be a member of the club paying the levy.
Article 2: Members, Dues, and Annual Meeting of the Membership	Sub clause “C. Voting Rights of Members” defines how a voting member is selected from the membership for the annual meeting.	4.1 Electors.	<ul style="list-style-type: none"> Defines a voting member as an Elector. Removes some redundant language. Adds a condition for any suspended club before the annual meeting not having voting rights. Defines that all electors hold one vote on all business items unless designated as a proxy.

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Article 2: Members, Dues, and Annual Meeting of the Membership	Sub Clause “D. Annual Meeting.” Establishes when the meeting must be held, where it is held, and how the notification of the meeting must be issued.	4.0 Annual Meeting of the Membership	<ul style="list-style-type: none"> This has been moved to higher level clause that combines all of the meeting related items in the old Article 2. It’s definition establishes when the meeting must be held, where it is held, and how the notification of the meeting must be issued Language naming the State Capitol Building as the default meeting location has been removed.
Article 2: Members, Dues, and Annual Meeting of the Membership	Sub Clause “E. <i>Special Meetings.</i> ” Defines how the board can call special meetings	5.0 Special Meetings.	Language is moved out of the annual meeting section to a separate clause that provides additional detail and structure for the process of calling special meetings
Article 2: Members, Dues, and Annual Meeting of the Membership	Sub Clause “F. Quorum” establishes what constitutes a quorum	4.3 Quorum	Defines the same quorum rules as the original bylaws
Article 2: Members, Dues, and Annual Meeting of the Membership	Sub clause “G. Business of the Annual Meeting” defines the business that may be conducted at the annual meeting.	4.2 Business of the Annual Meeting	Adds language for selection of at-large District board members, specific language for approval of the District Levy, and review of the District Strategic Plan.
		4.5 Electronic Meetings	There is no specific language supporting or allowing electronic meetings under the present bylaws. This clause provides it.
Article 3 District Training Assembly	Defines the Assembly.	Removed from bylaws	Moved to the District Leadership Plan
Article 4 Board of Directors	Sub Clause “A. Number and qualifications.” Defines the size of the board and the basic qualifications to be a member of the board	6.1 Purpose	Defines the purpose of the board and provides some additional scope compared to the original bylaws.

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Article 4 Board of Directors	Sub Clause "A. Number and qualifications." Defines the size of the board and the basic qualifications to be a member of the board	6.2 Qualifications.	Defines the qualifications for membership and provides some additional scope compared to the original bylaws.
Article 4 Board of Directors	Sub Clause "A. Number and qualifications" contains the statement "shall oversee the business and affairs of the District."	6.4 Duties	Defines in specific detail the responsibilities of the board.
Article 4 Board of Directors	Sub clause "B. Composition" defines who is a member of the board.	6.3 Composition and Terms of Office.	The new bylaws change the composition of the board, including adding at large members from the District membership and providing a mechanism for appointment of successor Directors. The board size is increased from 11 to 13 members.
Article 4 Board of Directors		6.5 Removal	Defines how a board member may be removed from the board. There is no equivalent language in the present bylaws.
Article 4 Board of Directors	Sub clause "C. Meetings" defines who can call a meeting and proper procedure for doing so. Sub clause "D. Quorum" defines what constitutes a board quorum.	6.6 Meetings	Adds the following to the content of the current bylaws: <ul style="list-style-type: none"> • Frequency of meetings for the board • Voting rights for board members • More definition for waiver of notice to meet legal requirements and best practices language. • Additional definition for Electronic meetings.
		7.0 Executive Committee	Defines the makeup and composition of a District Executive Committee which "may exercise all powers of the Board when the Board is not in session. It will make decisions between meetings of the Clubs and between meetings of the Board on behalf of the District on matters requiring immediate attention" This committee was added to allow for handling of urgent matters that require action within the defined responsibilities of the board before a board meeting can be called.

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Article 5 Officers	Defines who officers are and what their base eligibility is.	9.0 Officers.	Adds language that specifies that selection of these officers shall be “governed by the rules in the Rotary International Manual of Procedures.”
Article 5 Officers	Sub clause “A. District Governor. “ defines the role of the DG and how they can be replaced, if necessary	9.1 District Governor	Adds the following language: “The Board may, by a two-thirds majority vote of all Directors then in office and qualified to vote, but only for cause, request the President of RI to remove a District Governor pursuant to the bylaws and policies of RI. In the event of an unexpected vacancy in the office of District Governor, the District will abide by the terms of the bylaws and policies of RI.” The last sentence aligns District policy with the effective state of RI policy.
Article 5 Officers	Sub clause “B. District Secretary” defines the role, term, and responsibilities of the District Secretary.	9.2 District Secretary	Removes language regarding keeping and maintaining records of District Conference and Assembly as those events are defined under the District Leadership Plan.
Article 5 Officers	Sub clause “C. District Treasurer. ” defines the role, term, and responsibilities of the District Secretary.	9.3 District Treasurer	Language has been added to address the accounts for Youth Exchange.
Article 5 Officers	Sub clause “D. District Governor-elect” defines the role, term, and responsibilities of the District Governor Elect.	9.4 District Governor Elect.	Language for replacing a DG, DGE, or DGN has been referenced back to the current version of the Rotary International Manual of Procedures
Article 5 Officers	Sub clause “E. District Governor-nominee” defines the role, term, and responsibilities of the District Governor Nominee.	9.5 District Governor Nominee.	Language for replacing a DG, DGE, or DGN has been referenced back to the current version of the Rotary International Manual of Procedures
Article 5 Officers	Sub Clause “F. District Trainer” defines the role and responsibilities of the District Trainer	Removed from bylaws	Moved to the District Leadership Plan

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		10.0 Additional District leaders	Defines that all District leadership outside the District officers are defined in the District Leadership Plan.
		11.0 Removal from Leadership Positions	Defines how a person in a leadership can be removed from office. This language is not present in the original bylaws
Article 6 Delegate to the Council on Legislation	Article 6 Defines how a delegate to the Council on Legislation is selected	13.0 Delegate to the Council on Legislation	The only change in the new bylaws is the addition of this clause under "Duties:" "13.2.1 Solicit proposed changes to the Rotary Manual of Procedure from the Clubs in the District."
Article 7 Assistant District Governors	Defines the selection and responsibilities of assistant governors	Removed from bylaws	Moved to the District Leadership Plan
Article 8 Presidents-Elect Seminar and Secretaries-Elect Seminar (PETS/SETS)	Defines training events for President-Elects and Secretary-Elects	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Article 9, sub clause A defines the basic rules governing all committees and all of the recognized District committees.	12.0 District Committees.	<p>The new bylaws define the basic rules governing all committees and in its opening clause declares:</p> <p><i>"The Board may create committees to conduct specific tasks required to meet the mission of the District and RI and to comply with policies of RI. Any standing or ad hoc committee of the District must be defined in the District Leadership Plan, which is contained in the District Manual of Policies and Procedures. Proper definition of a committee includes committee purpose, tenure (standing or ad hoc), leadership structure, responsibilities, and committee member job descriptions."</i></p> <p>This is the most significant change to the Bylaws, as by moving the committees to the leadership plan changes in committees/structure do not require a District meeting and vote. The Board is accountable for their definition and operation. Also, the process of the DGE having to update the leadership plan annually increases accountability and engagement of the District team.</p>

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Article 9 District Committees	Sub Clause B. Audit/Review Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause C. Awards Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause D. Bylaws Review Committee	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause “E. Council of Governors” defines the structure and role of the Council of Governors	8.0 Council of Governors	<p>Definition of the Council of Governors is moved out of District Committees and treated as part of the structure and leadership of the District. These are changes compared to the original bylaws:</p> <ul style="list-style-type: none"> • Advice and counsel is extended to the board in addition to the DG. • Because a major role of the board is to oversee the District Leadership plan and policies, the language for this is removed from the Council of Governors. • Specific recognition of the role and value of the Council’s institutional memory and experience is noted
Article 9 District Committees	Sub Clause F. District Conference Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause G. District Extension Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause H. <i>Finance Committee.</i>	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause I. Long Range Planning Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause J. <i>Membership Development Committee.</i>	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause K. Nominating Committee	Removed from bylaws	Moved to the District Leadership Plan

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Article 9 District Committees	Sub Clause L. Resolutions Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause M. Rotaract/Interact Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause N. The Rotary Foundation Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause O. Rules and Procedures Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause P. World Community Service Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 9 District Committees	Sub Clause Q. Youth Exchange Program Committee.	Removed from bylaws	Moved to the District Leadership Plan
Article 10 Indemnification	Defines terms of indemnification	14.0 Conflicts of Interest; Insurance; Indemnification	<p>This section in the new bylaws:</p> <ul style="list-style-type: none"> • Provides conflict of interest terms that are not present in the original bylaws. • Indemnification language that satisfies current legal requirements • Provision for District Insurance.
Article 11 Miscellaneous	Miscellaneous general conditions for the bylaws	15.0 Miscellaneous	The only change here is the removal of sub clause B from the original bylaws. This is replaced by the preamble in the revised bylaws.
Article 12 Amendments	Defines the process for doing amendments to the bylaws	16.0 Amendments	<p>The revised bylaws add the following:</p> <ul style="list-style-type: none"> • The ability to complete an amendment through Ballot-by-Mail. • A clause defining who may propose amendments